API Well Number: 43047535570000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER
Three Rivers Federal 33-24-720

2. TYPE OF WORK
DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○

3. FIELD OR WILDCAT
WILDCAT

4. TYPE OF WELL
Oil Well Coalbed Methane Well: NO

5. UNIT or COMMUNITIZATION AGREEMENT NAME

6. NAME OF OPERATOR
AXIA ENERGY LLC

7. OPERATOR PHONE
720 746-5200

8. ADDRESS OF OPERATOR
1430 Larimer Ste 400, Denver, CO, 80202

9. OPERATOR E-MAIL
rsatre@axiaenergy.com

10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)
UTU-85592

11. MINERAL OWNERSHIP
FEDERAL ◉ INDIAN ○ STATE ○ FEE ○

12. SURFACE OWNERSHIP
FEDERAL ○ INDIAN ○ STATE ○ FEE ◉

13. NAME OF SURFACE OWNER (if box 12 = 'fee')
Kenneth Joe & Dianne C. Batty

14. SURFACE OWNER PHONE (if box 12 = 'fee')
435-789-3025

15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')
1600 North 1500 West, ,

16. SURFACE OWNER E-MAIL (if box 12 = 'fee')

17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')

18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS
YES ○ (Submit Commingling Application) NO ◉

19. SLANT
VERTICAL ○ DIRECTIONAL ◉ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	751 FSL 1138 FWL	SWSW	33	7.0 S	20.0 E	S
Top of Uppermost Producing Zone	660 FSL 1980 FWL	SESW	33	7.0 S	20.0 E	S
At Total Depth	660 FSL 1980 FWL	SESW	33	7.0 S	20.0 E	S

21. COUNTY
UINTAH

22. DISTANCE TO NEAREST LEASE LINE (Feet)
1138

23. NUMBER OF ACRES IN DRILLING UNIT
40

25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)
16

26. PROPOSED DEPTH
MD: 7343 TVD: 7165

27. ELEVATION - GROUND LEVEL
4768

28. BOND NUMBER
LPM9046683

29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE
49-2357

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Surf	11	8.625	0 - 1200	32.0	J-55 LT&C	8.7	Premium Lite High Strength	130	2.97	11.5
							Class G	115	1.16	15.8
Prod	7.875	5.5	0 - 7343	17.0	N-80 LT&C	9.2	Premium Lite High Strength	450	2.31	12.0

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

- ☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- ☑ COMPLETE DRILLING PLAN
- ☑ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)
- ☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
- ☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)
- ☑ TOPOGRAPHICAL MAP

NAME Don Hamilton | **TITLE** Permitting Agent (Buys & Associates, Inc) | **PHONE** 435 719-2018

SIGNATURE | **DATE** 01/30/2013 | **EMAIL** starpoint@etv.net

API NUMBER ASSIGNED
43047535570000

APPROVAL

Permit Manager

RECEIVED: March 18, 2013

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers Federal #33-24-720
SWSW Sec 33 T7S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H_2O
Green River*	3,012'	Oil & Associated Gas
Lower Green River*	4,982'	Oil & Associated Gas
Wasatch*	6,865'	Oil & Associated Gas
TD 7,343' (MD)	7,165' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,768'; Asterisks (*) denotes target pay intervals

A) The Bureau of Land Management (BLM) will be notified within 24 hours of spudding the well. The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	1200 ±	8 ⅝	32.0	J-55	LTC	0.0609
PRODUCTION	7 ⅞	7,343'	5 ½	17.0	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 ⅝	7.921	7.796	2,530	3,930	503,000	417,000
5 ½	4.892	4.767	6,280	7,740	397,000	348,000

A) The Bureau of Land Management will be notified 24 hours prior to running casing, cementing, and BOPE testing

B) As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part B.1 h:

a) Prior to drilling out cement, all casing strings will be pressure tested to 0.22 psi/ft of casing length or 1500 psi, whichever is greater, but not to exceed 70% of minimum internal yield. Pressure decline must not be greater than 10% in 30 minutes.

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FLOAT EQUIPMENT

SURFACE (8 ⅝): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

PRODUCTION (5 ½): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 ½" 17# N-80 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 400' above the Wasatch.

3. CEMENT PROGRAM

CONDUCTOR (13 ⅜): Ready Mix – Cement to surface

SURFACE (8 ⅝): Cement Top: Surface

Lead: 130 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess

Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

PRODUCTION (5 ½): Cement Top – 2,700'

450 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft3/sk – 20% excess

NOTE: The above volumes are based on gauge hole + 20% excess. Adjustments will be made and volumes will be caliper + 10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.

B) Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.

C) The Bureau of Land Management will be notified 24 hours prior to running casing and cementing.

D) As per 43 CFR 3160, Onshore Oil and Gas Order No.2, Drilling Operations, Part B:

a) All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe (minimum of 8 hours) prior to drilling out.

b) Prior to drilling out cement, casing will be pressure tested to 1500 psi. Pressure decline must not be greater than 10% (150 psi) in 30 minutes.

RECEIVED: January 30, 2013

4. PRESSURE CONTROL EQUIPMENT

A) The Bureau of Land Management will be notified 24 hours prior to all BOPE pressure tests. The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.

B) The BOPE shall be closed whenever the well is unattended.

C) As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part A:

a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.

b) Choke Manifold:

i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.

ii) Two adjustable chokes will be used in the choke manifold.

iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.

iv) Pressure gauges in the well control system will be designed for drilling fluid.

D) BOPE Testing:

a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.

b) All BOP tests will be performed with a test plug in place.

c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 – 1200 ±	11" Diverter with Rotating Head
1200 ± – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

5. MUD PROGRAM

A) Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.

B) Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.

a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF – 1200 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
1200 ± – TD	8.6 – 9.2 ppg	40	NC	DAP/Gel

NOTE: Mud weight increases will be directed by hole conditions.

6. ABNORMAL CONDITIONS

A) No abnormal pressures or temperatures are anticipated.

a) Estimated bottom hole pressure at TD will be approximately 3,102 psi (normal pressure gradient: 0.433 psi/ft).

b) Estimated maximum surface pressure will be approximately 1,576 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).

B) No hydrogen sulfide is anticipated.

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INTERVAL	CONDITION
SURF – 1200 ±	Lost Circulation Possible
1200 ± – TD	Lost Circulation Possible

7. AUXILIARY EQUIPMENT

A) Choke Manifold

B) Upper and lower kelly cock with handle available

C) Stabbing valve

D) Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

A) Cores: None anticipated.

B) Testing: None anticipated.

C) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.

D) Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.

E) Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

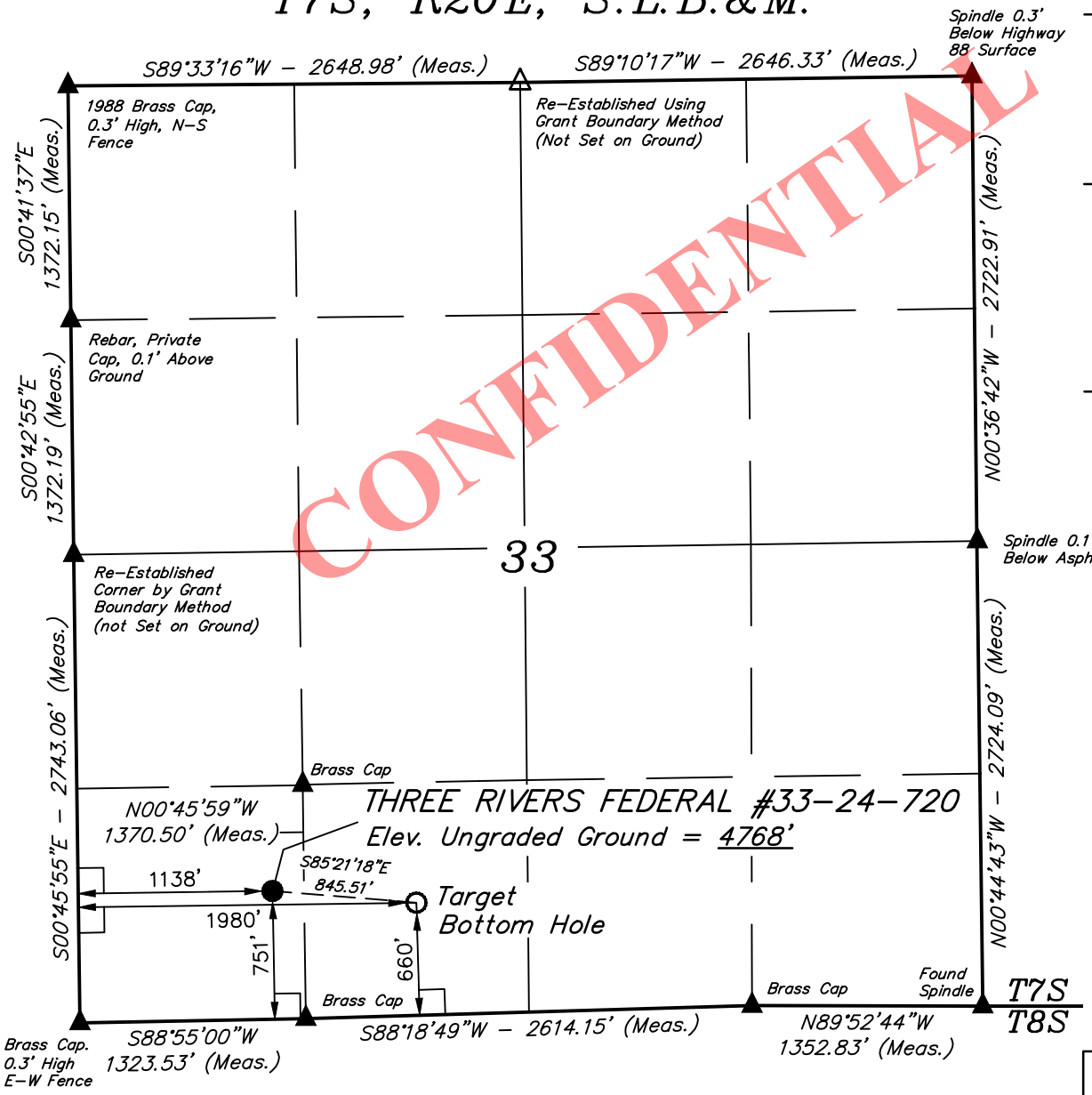
9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities (TPQ), will be used, produced, stored, transported, or disposed of in association with the drilling of this well.

RECEIVED: January 30, 2013

API Well Number: 43047535570000

T7S, R20E, S.L.B.&M.



AXIA ENERGY

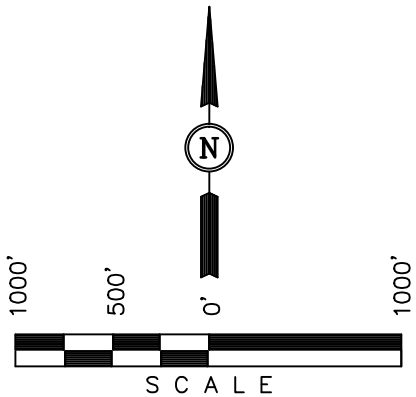
Well location, THREE RIVERS FEDERAL #33–24–720, located as shown in the SW 1/4 SW 1/4 of Section 33, T7S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

11-27-12

LEGEND:

- = 90° SYMBOL
- ● = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE–ESTABLISHED. (Not Set on Ground.)

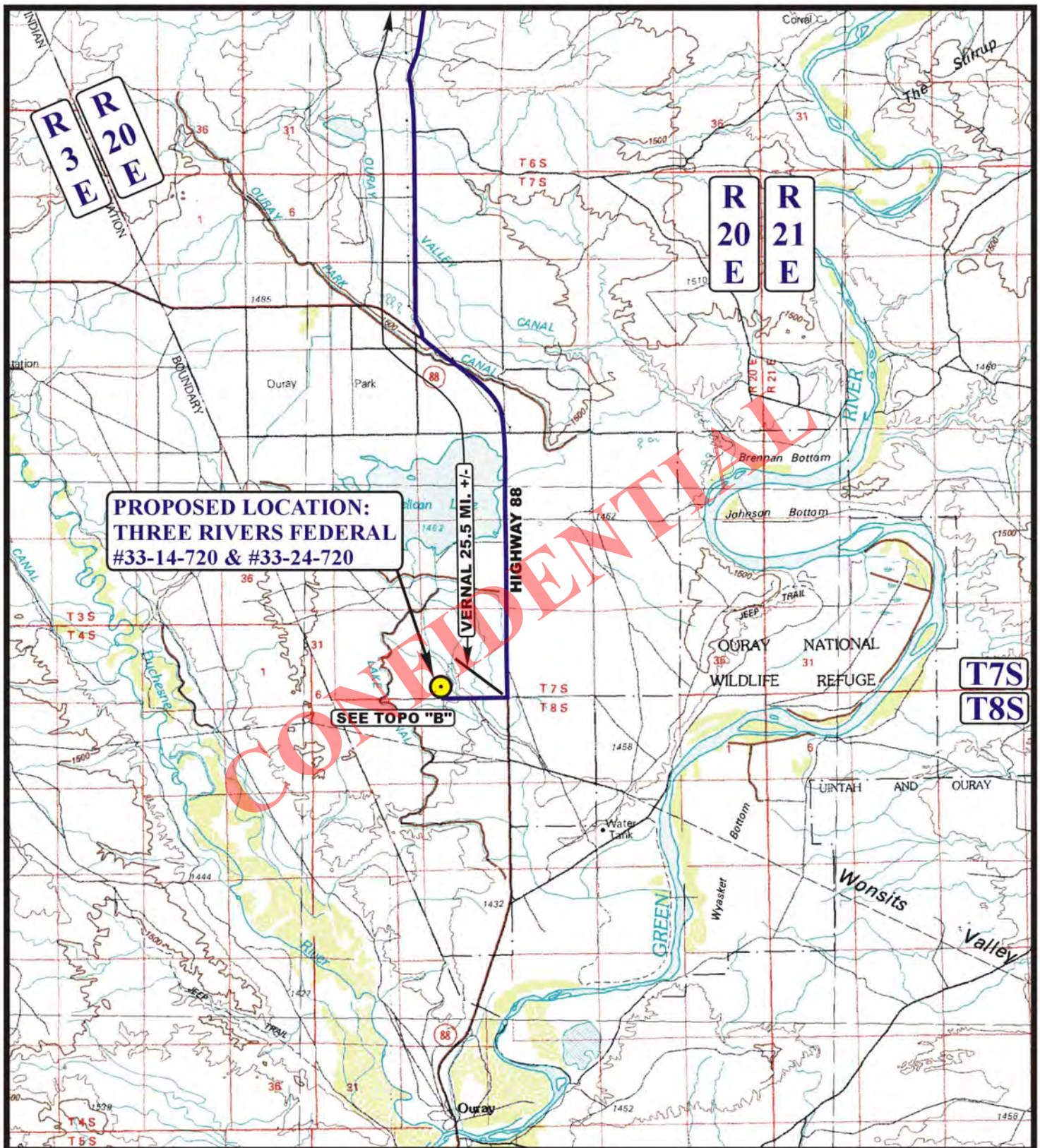
NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'38.53" (40.160703)	LATITUDE = 40°09'39.21" (40.160892)
LONGITUDE = 109°40'34.14" (109.676150)	LONGITUDE = 109°40'44.99" (109.679164)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°09'38.66" (40.160739)	LATITUDE = 40°09'39.34" (40.160928)
LONGITUDE = 109°40'31.63" (109.675453)	LONGITUDE = 109°40'42.49" (109.678469)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789–1017

SCALE: 1" = 1000'	DATE SURVEYED: 11–13–12	DATE DRAWN: 11–15–12
PARTY: B.H. R.H. K.O.	REFERENCES: G.L.O. PLAT	
WEATHER: COLD	FILE: AXIA ENERGY	

RECEIVED: January 30, 2013

API Well Number: 43047535570000



LEGEND:

PROPOSED LOCATION

N

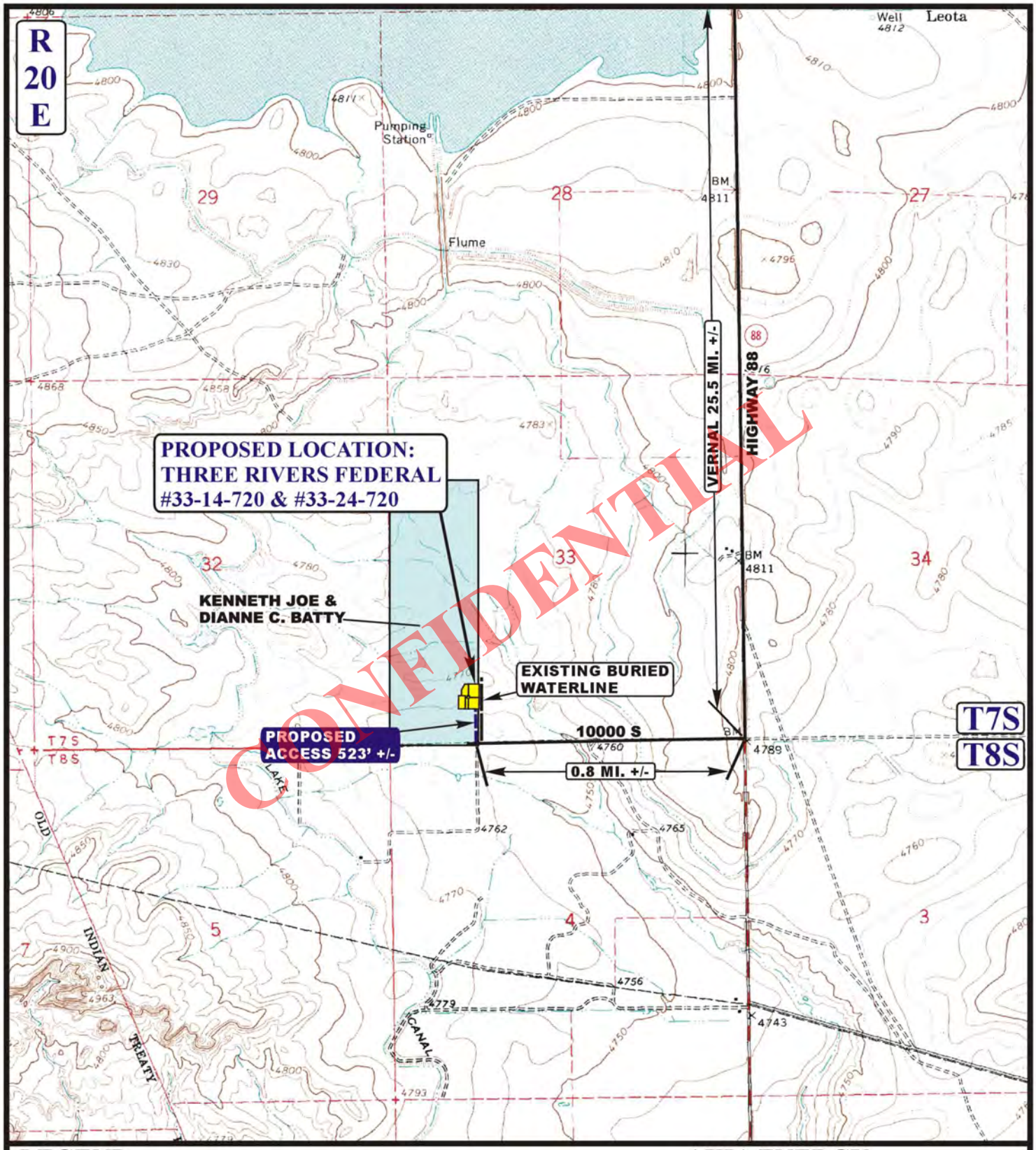
AXIA ENERGY

THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP	11 MONTH	20 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: C.I.	REVISED: 00-00-00		

API Well Number: 43047535570000



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

N

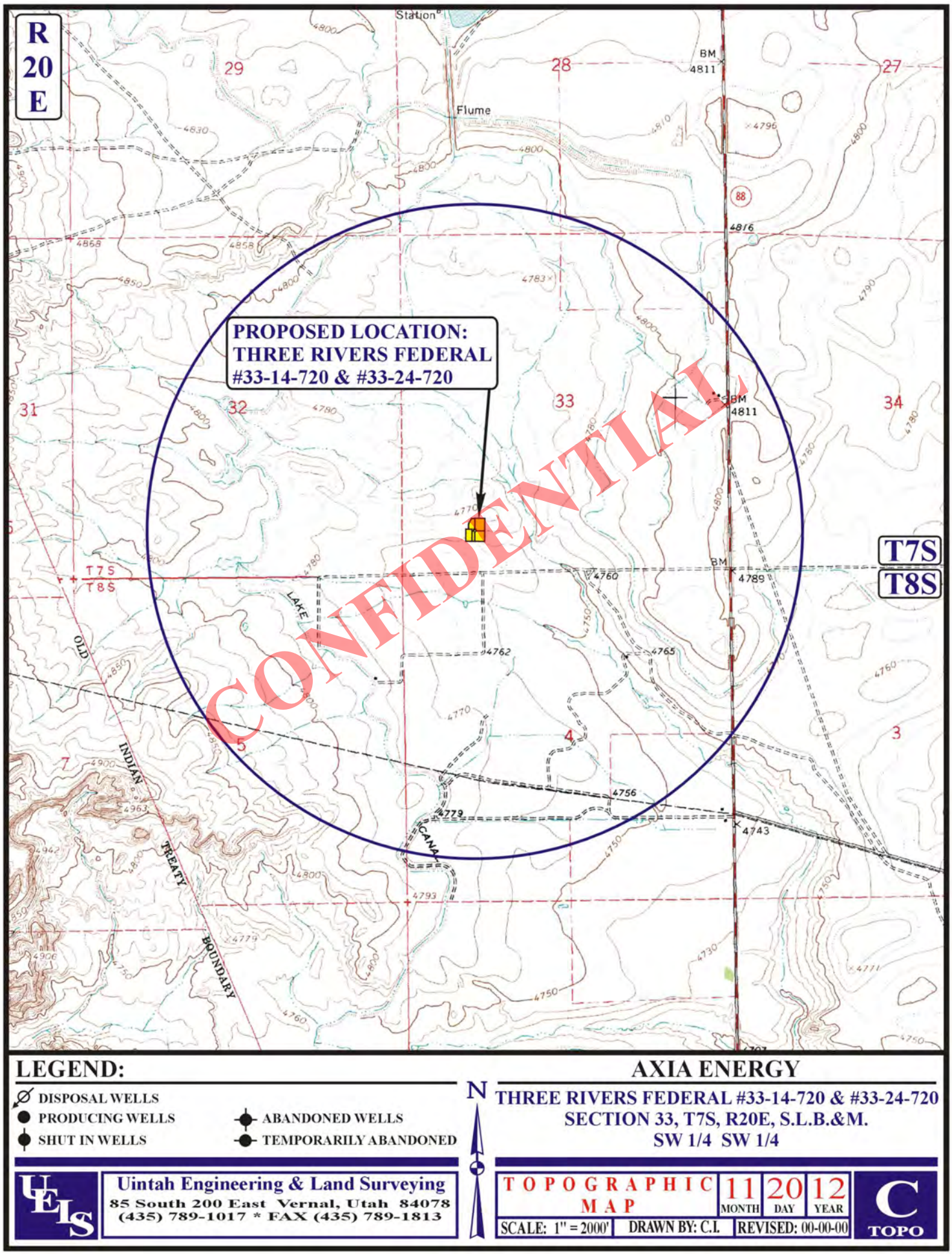
AXIA ENERGY

THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP	11 MONTH	20 DAY	12 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: C.I.	REVISED: 00-00-00		

API Well Number: 43047535570000



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

N

AXIA ENERGY

THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

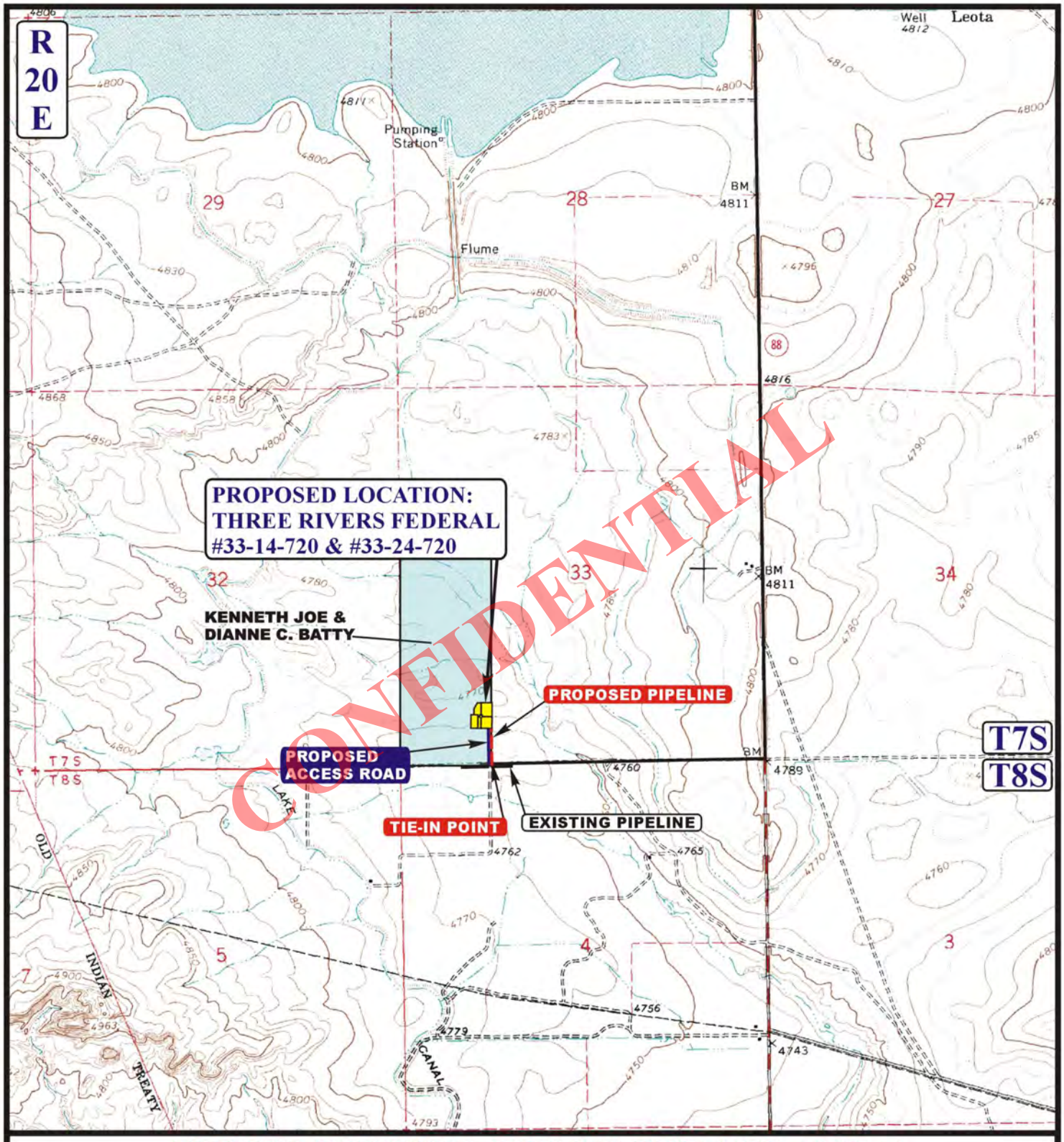
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 11 MONTH | 20 DAY | 12 YEAR

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 00-00-00

C TOPO

API Well Number: 43047535570000



APPROXIMATE TOTAL PIPELINE DISTANCE = 557' +/-

LEGEND:

PROPOSED ACCESS ROAD
PROPOSED PIPELINE
PROPOSED PIPELINE (SERVICING OTHER WELLS)

N

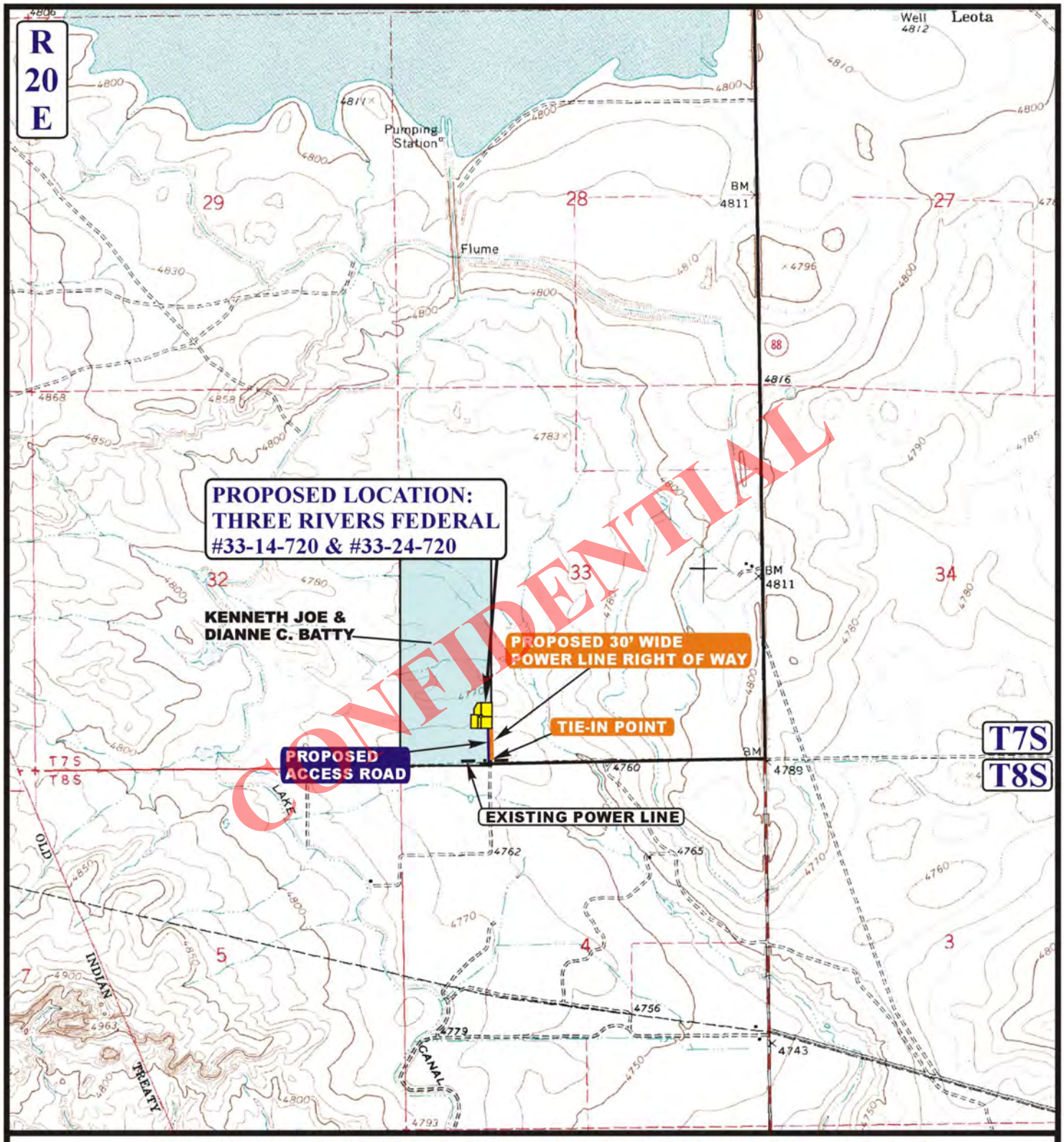
AXIA ENERGY

THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	11 MONTH	20 DAY	12 YEAR	D TOPO
SCALE: 1" = 2000'	DRAWN BY: C.I.	REVISED: 00-00-00		

API Well Number: 43047535570000



APPROXIMATE TOTAL POWER LINE DISTANCE = 557' +/-

LEGEND:

PROPOSED ACCESS ROAD
PROPOSED POWER LINE
PROPOSED POWER LINE (SERVICING OTHER WELLS)

N

AXIA ENERGY

THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	11 MONTH	20 DAY	12 YEAR	E TOPO
SCALE: 1" = 2000'	DRAWN BY: C.I.	REVISED: 00-00-00		

Axia Energy

Three Rivers 33-24-720
Uintah County, Utah

Horizontal Plan
1" = 500'

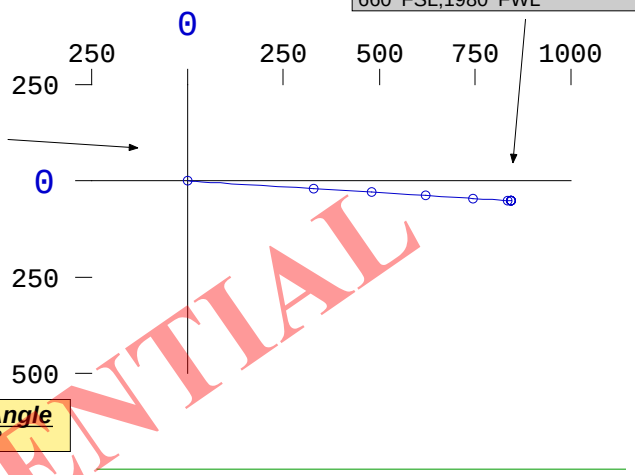
N

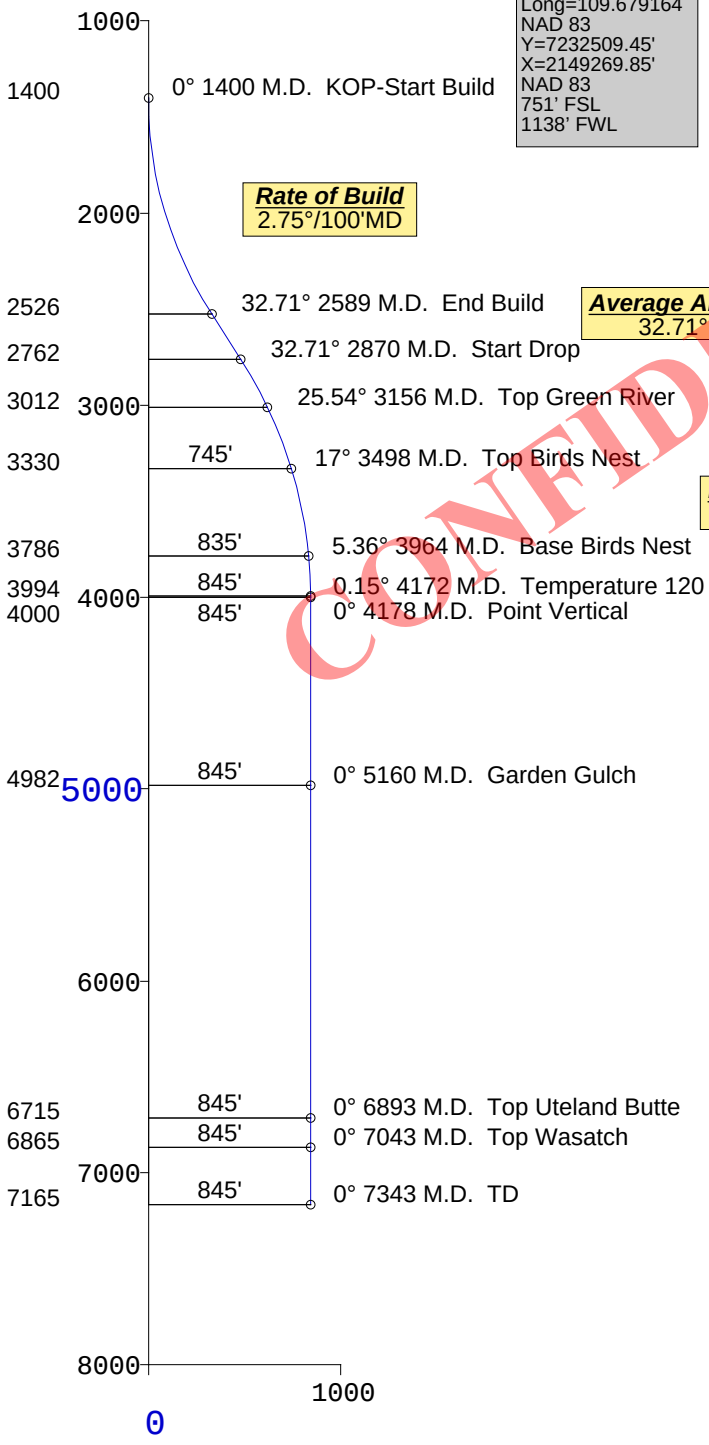
Vertical
845.16' Displacement from S/L
@ 93.51° Azimuth from S/L
South-51.67' East-843.58' of S/L
TVD-4000' MD-4178'
Y=7232457.8', X=2150113.4'
TD
TVD-7165' MD-7343'
660' FSL,1980' FWL

Plane of Proposal
93.5° Azimuth

Vertical Section
1" =1000'

Surface Location
Lat=40.160892
Long=109.679164
NAD 83
Y=7232509.45'
X=2149269.85'
NAD 83
751' FSL
1138' FWL





Bighorn Directional Incorporated
Denver, Colorado
303-463-1919

12-21-2012

RECEIVED: January 30, 2013

Bighorn Directional, Inc.

Axia Energy
Three Rivers 33-24-720
Uintah County, Utah

Minimum of Curvature
Slot Location: 7232509.45', 2149269.85'
Plane of Vertical Section: 93.50°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES North(-South) Feet	East(-West) Feet	LAMBERT COORDINATES Y Feet	X Feet	Vertical Section Feet	CLOSURES Distance Feet	Direction Deg	Dogleg Severity Deg/100'
1400.00	0.00	0.00	1400.00	0.00	0.00	7232509.5	2149269.8	0.00	0.00	0.00	0.00
KOP-Start Build											
1500.00	2.75	93.50	1499.96	-0.15	2.39	7232509.3	2149272.2	2.40	2.40	93.51	2.75
1600.00	5.50	93.50	1599.69	-0.59	9.57	7232508.9	2149279.4	9.59	9.59	93.51	2.75
1700.00	8.25	93.50	1698.96	-1.32	21.52	7232508.1	2149291.4	21.56	21.56	93.51	2.75
1800.00	11.00	93.50	1797.55	-2.34	38.21	7232507.1	2149308.1	38.28	38.28	93.51	2.75
1900.00	13.75	93.50	1895.21	-3.65	59.60	7232505.8	2149329.4	59.71	59.71	93.51	2.75
2000.00	16.50	93.50	1991.74	-5.25	85.64	7232504.2	2149355.5	85.80	85.80	93.51	2.75
2100.00	19.25	93.50	2086.90	-7.12	116.27	7232502.3	2149386.1	116.49	116.49	93.51	2.75
2200.00	22.00	93.50	2180.49	-9.27	151.43	7232500.2	2149421.3	151.71	151.71	93.51	2.75
2300.00	24.75	93.50	2272.27	-11.70	191.02	7232497.8	2149460.9	191.38	191.38	93.51	2.75
2400.00	27.50	93.50	2362.05	-14.39	234.97	7232495.1	2149504.8	235.41	235.41	93.51	2.75
2500.00	30.25	93.50	2449.60	-17.34	283.17	7232492.1	2149553.0	283.70	283.70	93.51	2.75
2589.31	32.71	93.50	2525.77	-20.19	329.71	7232489.3	2149599.6	330.33	330.33	93.51	2.75
End build											
2869.64	32.71	93.50	2761.65	-29.46	480.90	7232480.0	2149750.7	481.80	481.80	93.51	0.00
Start Drop											
2969.64	30.21	93.50	2846.95	-32.65	532.98	7232476.8	2149802.8	533.98	533.98	93.51	2.50
3069.64	27.71	93.50	2934.44	-35.60	581.30	7232473.8	2149851.1	582.39	582.39	93.51	2.50
3156.40	25.54	93.50	3012.00	-37.98	620.10	7232471.5	2149889.9	621.26	621.26	93.51	2.50
Top Green River											
3256.40	23.04	93.50	3103.14	-40.50	661.15	7232469.0	2149931.0	662.39	662.39	93.51	2.50
3356.40	20.54	93.50	3195.99	-42.76	698.20	7232466.7	2149968.0	699.50	699.50	93.51	2.50
3456.40	18.04	93.50	3290.37	-44.78	731.16	7232464.7	2150001.0	732.53	732.53	93.51	2.50
3497.96	17.00	93.50	3330.00	-45.55	743.65	7232463.9	2150013.5	745.04	745.04	93.51	2.50
Top Birds Nest											
3597.96	14.50	93.50	3426.24	-47.21	770.73	7232462.2	2150040.6	772.18	772.18	93.51	2.50
3697.96	12.00	93.50	3523.57	-48.61	793.61	7232460.8	2150063.5	795.09	795.09	93.51	2.50

RECEIVED: January 30, 2013

Bighorn Directional, Inc.

Axia Energy
Three Rivers 33-24-720
Uintah County, Utah

Minimum of Curvature
Slot Location: 7232509.45', 2149269.85'
Plane of Vertical Section: 93.50°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES North(-South) Feet	East(-West) Feet	LAMBERT COORDINATES Y Feet	X Feet	Vertical Section Feet	CLOSURES Distance Feet	Direction Deg	Dogleg Severity Deg/100'
3797.96	9.50	93.50	3621.81	-49.75	812.22	7232459.7	2150082.1	813.74	813.74	93.51	2.50
3897.96	7.00	93.50	3720.77	-50.63	826.54	7232458.8	2150096.4	828.09	828.09	93.51	2.50
3963.58	5.36	93.50	3786.00	-51.06	833.59	7232458.4	2150103.4	835.15	835.15	93.51	2.50
Base Birds Nest											
4063.58	2.86	93.50	3885.74	-51.50	840.73	7232458.0	2150110.6	842.31	842.31	93.51	2.50
4163.58	0.36	93.50	3985.69	-51.67	843.54	7232457.8	2150113.4	845.12	845.12	93.51	2.50
4171.89	0.15	93.50	3994.00	-51.67	843.57	7232457.8	2150113.4	845.15	845.15	93.51	2.50
Temperature 120											
4177.89	0.00	93.50	4000.00	-51.67	843.58	7232457.8	2150113.4	845.16	845.16	93.51	2.50
Point Vertical											
5159.89	0.00	93.50	4982.00	-51.67	843.58	7232457.8	2150113.4	845.16	845.16	93.51	0.00
Garden Gulch											
6892.89	0.00	93.50	6715.00	-51.67	843.58	7232457.8	2150113.4	845.16	845.16	93.51	0.00
Top Uteland Butte											
7042.89	0.00	93.50	6865.00	-51.67	843.58	7232457.8	2150113.4	845.16	845.16	93.51	0.00
Top Wasatch											
7342.89	0.00	93.50	7165.00	-51.67	843.58	7232457.8	2150113.4	845.16	845.16	93.51	0.00
TD											

Final Station Closure Distance: 845.16' Direction: 93.51°

RECEIVED: January 30, 2013

MEMORANDUM OF SURFACE USE AGREEMENT

State: **Utah**

County: **Uintah**

Owner: **Kenneth Joe Batty**

Operator: **Axia Energy, LLC, 1430 Larimer Street, Suite 400, Denver, Colorado 80202**

Effective Date: **September 1, 2012**

As of the Effective Date stated above, Owner, named above, executed and delivered to Operator, named above, a Surface Use Agreement (the "SUA") in which Owner has granted Operator certain rights to access the lands described below ("The Lands") for the purpose of exploring for and producing oil and gas from its oil and gas leases underlying the Lands and to construct drill pads, to drill oil and gas wells, and to construct and maintain associated production facilities, including pipelines. The Lands, all of which are situated in [redacted], Uintah County, Utah, are described as follows:

Township 7S, Range 20E
Section 32 – SE/4 & S/2NE/4
Section 33 – W/2SW/4 & SW/4NW/4

This SUA shall terminate upon the later of: (i) the expiration or termination of the underlying oil and gas leases held by Operator, its successor or assigns; or (ii) upon completion of final reclamation on the lands by Operator, its successors or assigns.

This Memorandum of Surface Use Agreement is executed by Owner and Operator and placed of record in the county in which the Lands are located for the purpose of placing all persons on notice of the existence of the Surface Use Agreement, which is not, at the request of both parties, being filed of record.
This Memorandum is signed by Owner and Operator, as of the date of the acknowledgment of their signatures below, but is effective for all purposes as of the Effective Date stated above.

OWNER:

By: Kenneth Joe Batty
Kenneth Joe Batty

OPERATOR:

AXIA ENERGY, LLC

By: _____
Tab McGinley, Vice President of Land

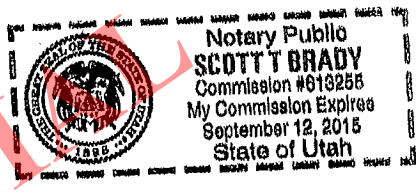
Acknowledgement

STATE OF UTAH)
)
COUNTY OF Uintah)

The foregoing instrument was acknowledged before me this 11 day of September, 2012 by Kenneth Joe Batty.

Witness my hand and official seal.

My commission expires: 9-12-15



Notary Public

STATE OF COLORADO)
)
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 23rd day of October, 2012, by Tab McGinley, appearing herein in his capacity as Vice President of Land of Axia Energy, LLC

Witness my hand and official seal.

My commission expires: 7/6/13

Notary Public

Address: 1430 Larimer Street
Suite 400
Denver, Colorado 80202

API Well Number: 43047535570000

BOP Equipment

3000psi WP

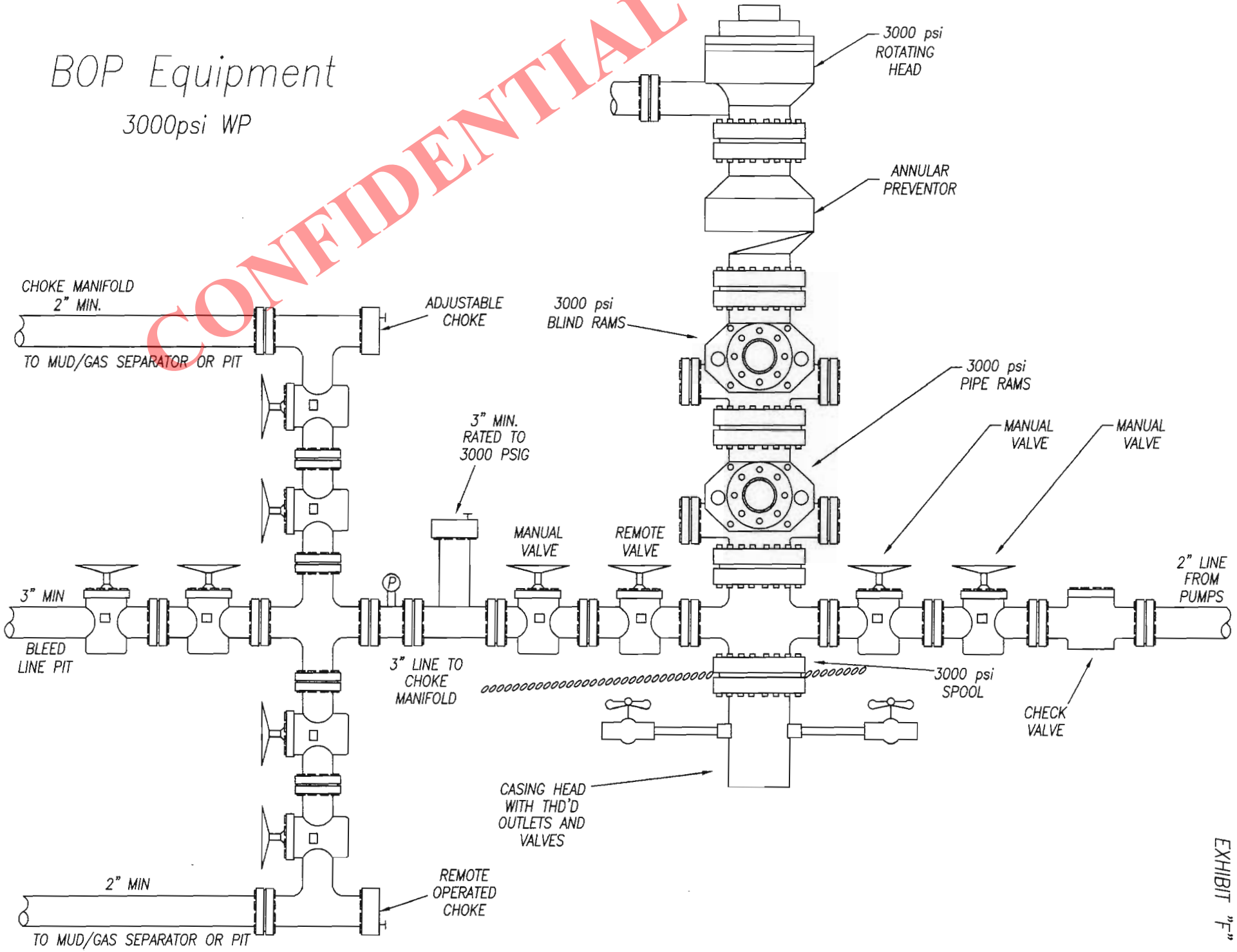


EXHIBIT "F"

RECEIVED: January 30, 2013

Star Point Enterprises, Inc.

2580 Creekview Road
Moab, Utah 84532
435/719-2018

January 30, 2013

Mrs. Diana Mason
State of Utah
Division of Oil Gas and Mining
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Request for Exception to Spacing – Axia Energy, LLC – **Three Rivers Federal 33-24-720**
Surface Location: SWSW, 751' FSL & 1138' FWL, Sec. 33, T7S, R20E
Target Location: SESW, 660' FSL & 1980' FWL, Sec. 33, T7S, R20E
SLB&M, Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

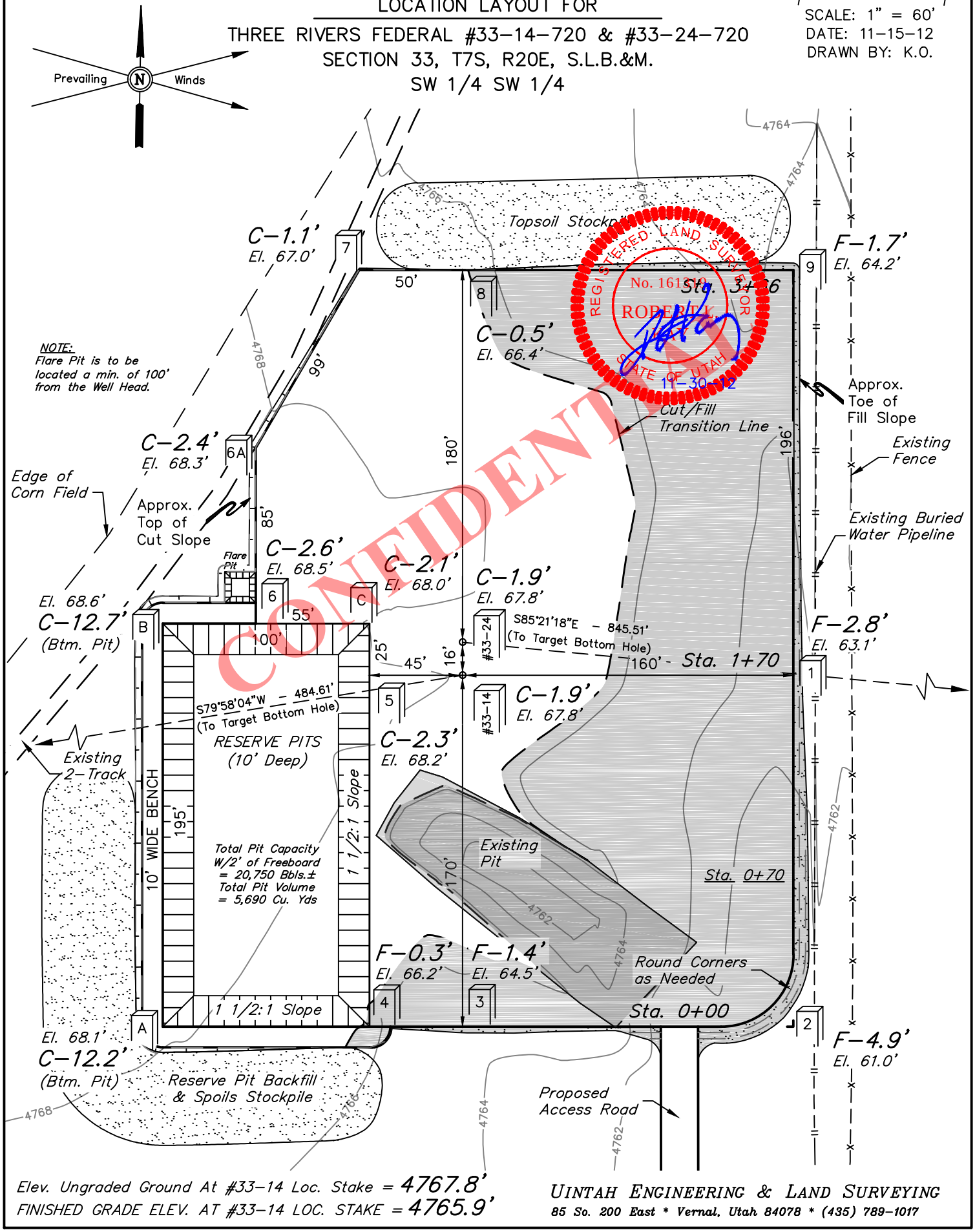
RECEIVED: January 30, 2013

AXIA ENERGY

LOCATION LAYOUT FOR

THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

FIGURE #1
SCALE: 1" = 60'
DATE: 11-15-12
DRAWN BY: K.O.



Elev. Ungraded Ground At #33-14 Loc. Stake = 4767.8'
FINISHED GRADE ELEV. AT #33-14 LOC. STAKE = 4765.9'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: January 30, 2013

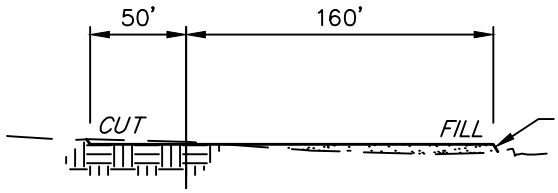
AXIA ENERGY

TYPICAL CROSS SECTIONS FOR

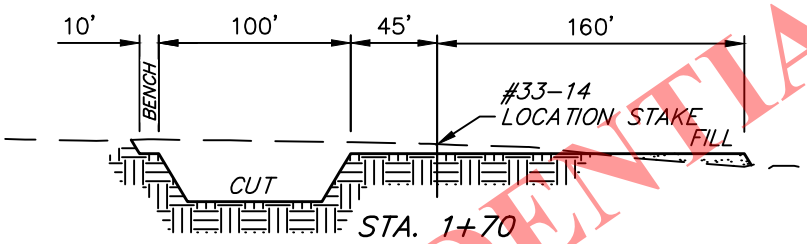
THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

FIGURE #2

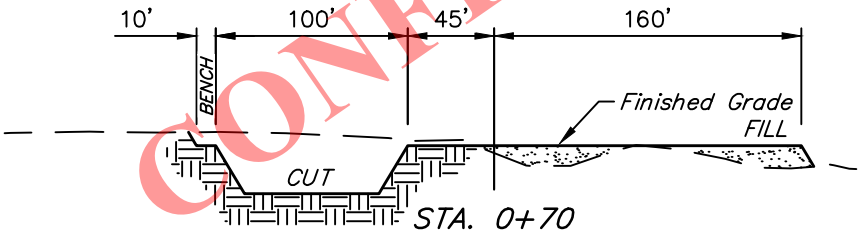
1" = 40'
X-Section Scale
1" = 100'
DATE: 11-15-12
DRAWN BY: K.O.



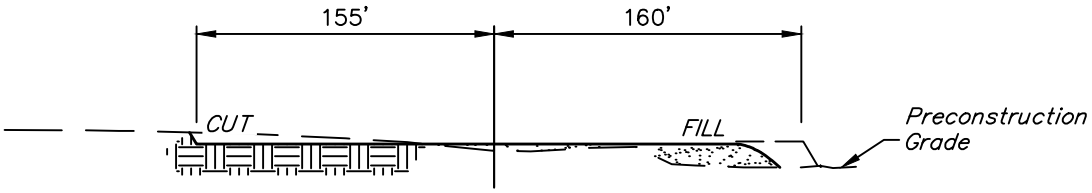
STA. 3+66



STA. 1+70



STA. 0+70



STA. 0+00

NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 4.217 ACRES
ACCESS ROAD DISTURBANCE = ± 0.319 ACRES
PIPELINE DISTURBANCE = ± 0.342 ACRES
TOTAL = ± 4.878 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	=	4,080 Cu. Yds.
Remaining Location	=	7,730 Cu. Yds.
TOTAL CUT	=	11,810 CU. YDS.
FILL	=	4,880 CU. YDS.

EXCESS MATERIAL	=	6,930 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	6,930 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: January 30, 2013

API Well Number: 43047535570000

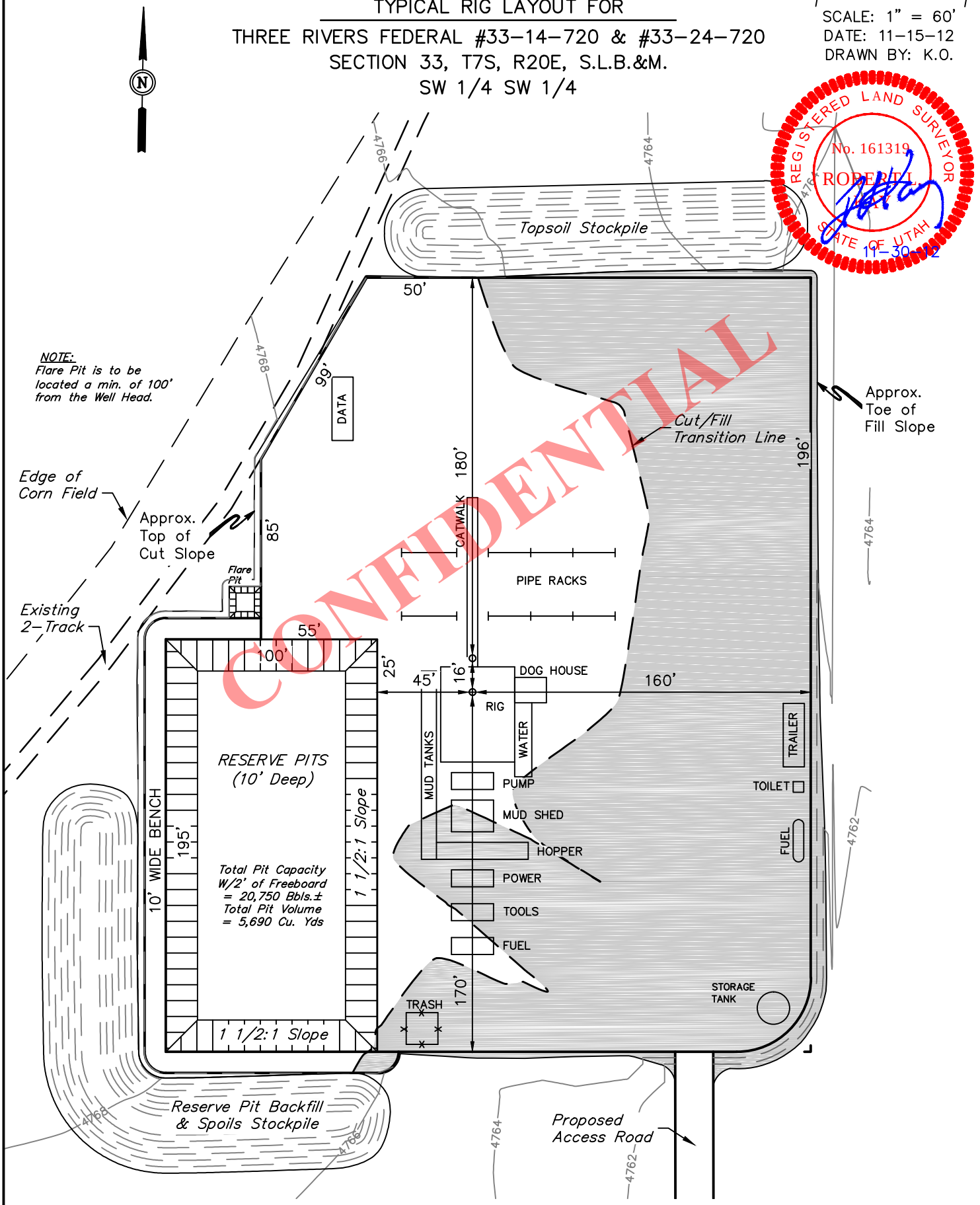
AXIA ENERGY

TYPICAL RIG LAYOUT FOR

THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

FIGURE #3
SCALE: 1" = 60'
DATE: 11-15-12
DRAWN BY: K.O.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
11-30-12



CONFIDENTIAL

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: January 30, 2013

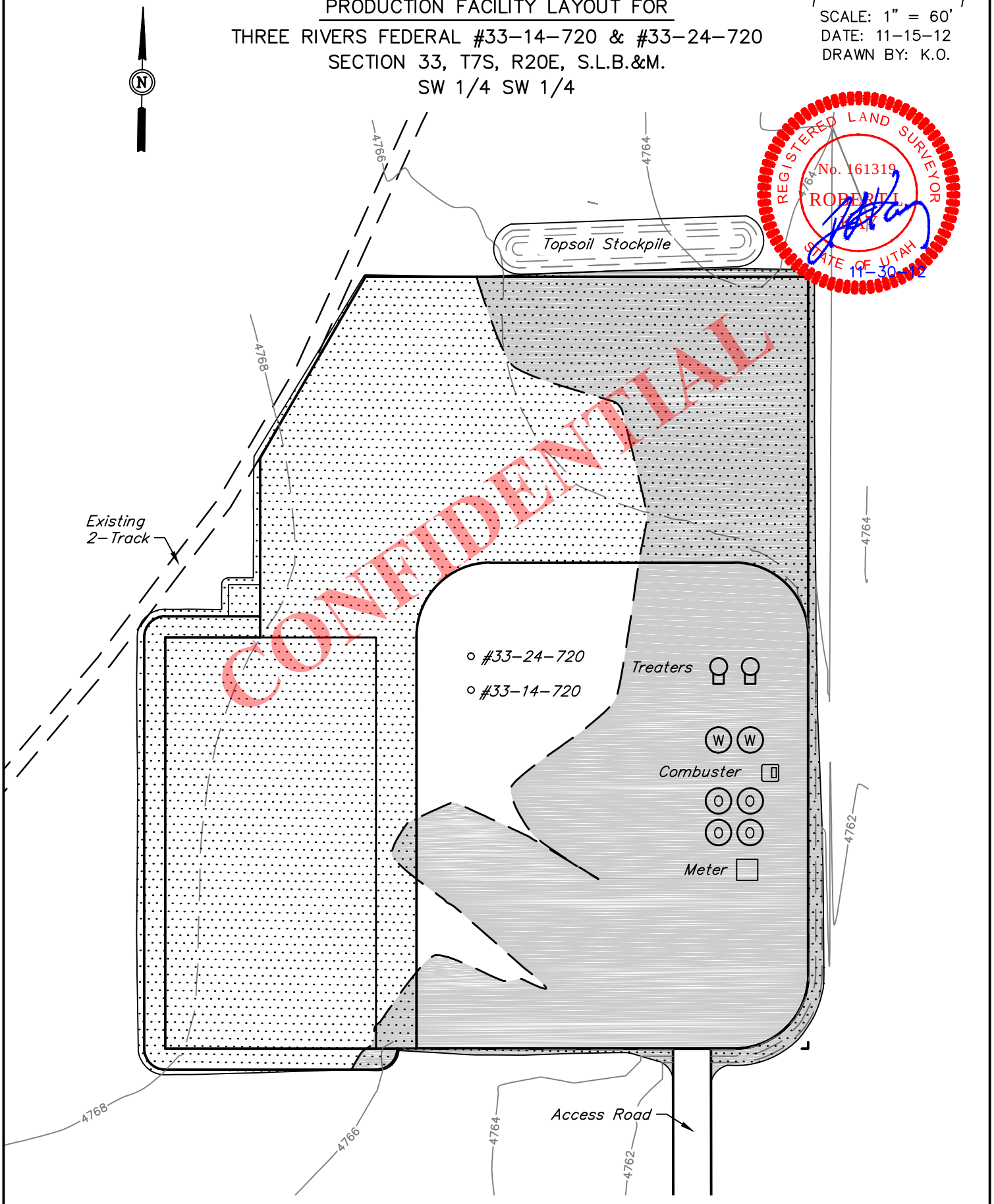
API Well Number: 43047535570000

AXIA ENERGY

PRODUCTION FACILITY LAYOUT FOR

THREE RIVERS FEDERAL #33-14-720 & #33-24-720
SECTION 33, T7S, R20E, S.L.B.&M.
SW 1/4 SW 1/4

FIGURE #4
SCALE: 1" = 60'
DATE: 11-15-12
DRAWN BY: K.O.



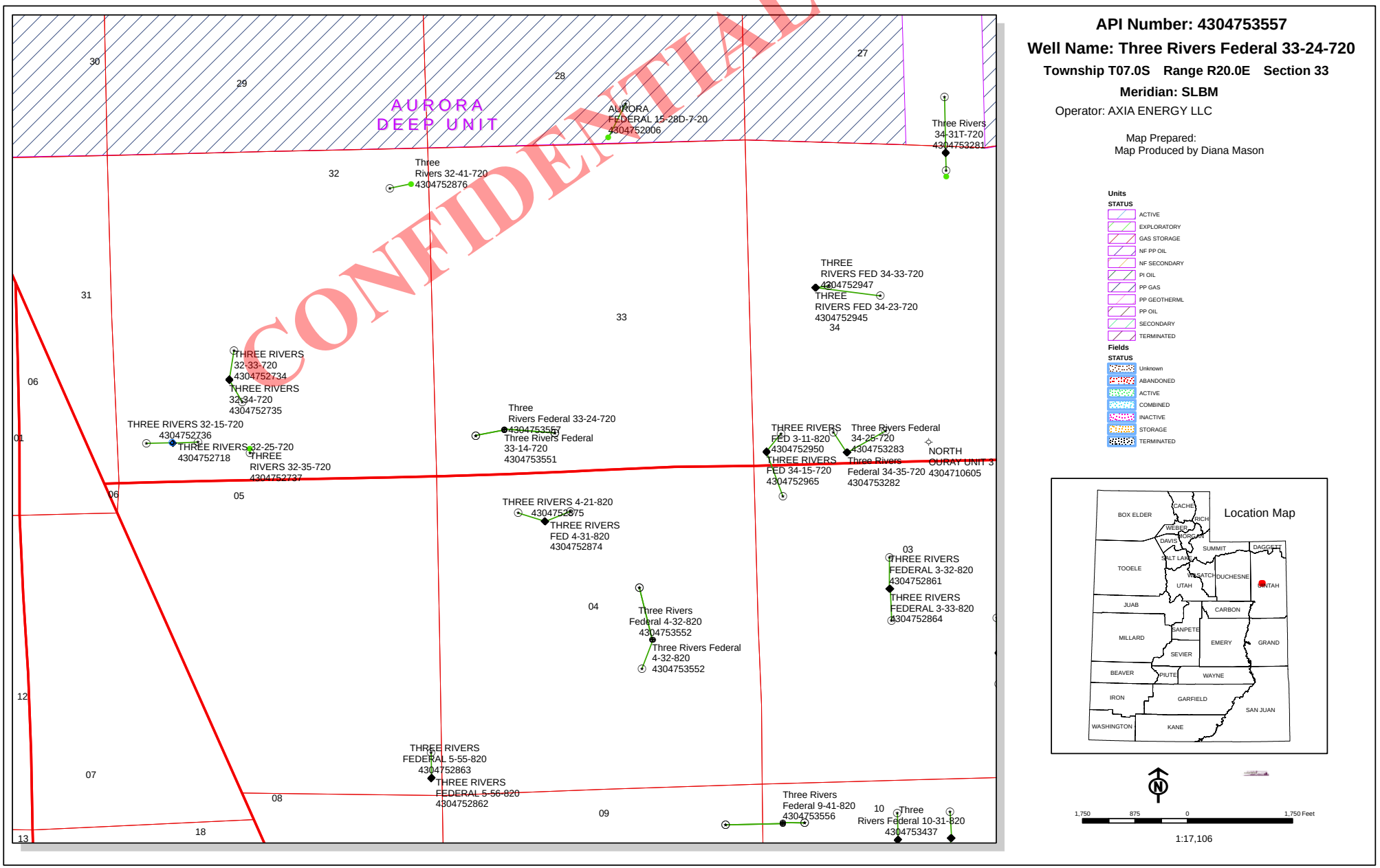
RECLAIMED AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.971 ACRES

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: January 30, 2013

API Well Number: 43047535570000



API Number: 4304753557

Well Name: Three Rivers Federal 33-24-720

Township T07.0S Range R20.0E Section 33

Meridian: SLBM

Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
- ACTIVE
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Fields
STATUS
- Unknown
- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- STORAGE
- TERMINATED

1.750 875 0 1,750 Feet

1:17,106

RECEIVED: February 22, 2013

ON-SITE PREDRILL EVALUATION
Utah Division of Oil, Gas and Mining

Operator AXIA ENERGY LLC
Well Name Three Rivers Federal 33-24-720
API Number 43047535570000 **APD No** 7546 **Field/Unit** WILDCAT
Location: 1/4,1/4 SWSW **Sec** 33 **Tw** 7.0S **Rng** 20.0E 751 FSL 1138 FWL
GPS Coord (UTM) 612480 4446452 **Surface Owner** Kenneth Joe & Dianne C. Batty

Participants

Bart Hunting (surveyor), Jim Burns (permit contractor), Jerry Holder and John Busch (Axia), Joe Batty (surface owner)

Regional/Local Setting & Topography

This proposed well sits in a farming area and is surrounded by irrigated crop land. The site is about 1.5 miles south of Pelican Lake and approximately 3 miles west of the Green River. The well site is .75 mile west of highway 88. At this time the area around this site is being used for winter cattle pasture but will be used for crops in the summer.

Surface Use Plan

Current Surface Use
Agricultural

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.1	**Width** 260 **Length** 366	Offsite	

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna
Agricultural crop land, fall and winter cattle pasture

Soil Type and Characteristics
deep sandy loam

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? Y

Erosion Sedimentation Control Required? N

RECEIVED: March 18, 2013

API Well Number: 43047535570000

Paleo Survey Run? N **Paleo Potental Observed?** N **Cultural Survey Run?** N **Cultural Resources?** N

Reserve Pit

Site-Specific Factors		Site Ranking
Distance to Groundwater (feet)	75 to 100	10
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	High permeability	20
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Present	15
	Final Score	50 1 Sensitivity Level

Characteristics / Requirements

Reserve pit as proposed will be 195ft x 100ft x 10ft deep. Axia representative Jerry Holder agreed to use a 16 mil liner and felt sub liner. The pit will be placed in a cut stable location.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 16 **Pit Underlayment Required?** Y

Other Observations / Comments

Richard Powell	3/6/2013
Evaluator	**Date / Time**

RECEIVED: March 18, 2013

Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
7546	43047535570000	LOCKED	OW	P	No

Operator	AXIA ENERGY LLC	**Surface Owner-APD**	Kenneth Joe & Dianne C. Batty
Well Name	Three Rivers Federal 33-24-720	**Unit**	
Field	WILDCAT	**Type of Work**	DRILL
Location	SWSW 33 7S 20E S 751 FSL 1138 FWL GPS Coord (UTM) 612487E 4446453N		

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Federal Government. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill — **APD Evaluator**

3/14/2013 — **Date / Time**

Surface Statement of Basis

This proposed site is on fee surface with federal minerals. It is proposed as a 2 well pad to be shared with the Three Rivers Federal 33-14-720. Surface owner Joe Batty was present for this onsite inspection. Mr. Batty stated that he is not happy about the wells being placed on his land but has accepted the situation and feels that the well site has been placed in the best possible position in his field so as to be least intrusive to his farming activities. Mr. Batty was consulted about well placement prior to staking and the wells were placed so that Mr. Batty's irrigation pivot is not blocked.

There is a power line running underground near this proposed site which powers Mr. Batty's irrigation pumps and pivots. Mr. Batty is unsure of the exact location. Jerry Holder of Axia agreed to get this blue staked and if any damage is done to the line Axia will ensure it is repaired quickly.

There are 2 homes a few hundred feet to the south of this proposed location which may require a county variance. Permit Contractor Jim Burns stated this is still being worked on.

The soil here is deep and permeable and for this reason a pit liner must be used. Mr. Holder of Axia agreed to use a 16 mil liner and felt subliner. This location should be bermed to keep fluid from leaving the pad. This appears to be an acceptable site for placement of this well.

Richard Powell — **Onsite Evaluator**

3/6/2013 — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	This site must be blue staked to ensure protection of underground electric line near proposed well site.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

RECEIVED: March 18, 2013

API Well Number: 43047535570000

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 1/30/2013 **API NO. ASSIGNED:** 43047535570000

WELL NAME: Three Rivers Federal 33-24-720

OPERATOR: AXIA ENERGY LLC (N3765) **PHONE NUMBER:** 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SWSW 33 070S 200E **Permit Tech Review:** ☑

SURFACE: 0751 FSL 1138 FWL **Engineering Review:** ☐

BOTTOM: 0660 FSL 1980 FWL **Geology Review:** ☑

COUNTY: UINTAH

LATITUDE: 40.16090 **LONGITUDE:** -109.67911

UTM SURF EASTINGS: 612487.00 **NORTHINGS:** 4446453.00

FIELD NAME: WILDCAT

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU-85592 **PROPOSED PRODUCING FORMATION(S):** WASATCH

SURFACE OWNER: 4 - Fee **COALBED METHANE:** NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** FEDERAL - LPM9046683
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** 49-2357
- ☑ **RDCC Review:** 2013-03-15 00:00:00.0
- ☑ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☑ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: R649-3-11

Effective Date:

Siting:

- ☑ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:

1 - Exception Location - bhill
4 - Federal Approval - dmason
5 - Statement of Basis - bhill
15 - Directional - dmason
21 - RDCC - dmason
23 - Spacing - dmason

RECEIVED: March 18, 2013

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill
****

Well Name: Three Rivers Federal 33-24-720
API Well Number: 43047535570000
Lease Number: UTU-85592
Surface Owner: FEE (PRIVATE)
Approval Date: 3/18/2013

Issued to:
AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:
Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

The Application for Permit to Drill has been forwarded to the Resource Development Coordinating Committee for review of this action. The operator will be required to comply with any applicable recommendations resulting from this review. (See attached)

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284
  (please leave a voicemail message if not available)
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
  at http://oilgas.ogm.utah.gov

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: UTU-85592

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers Federal 33-24-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047535570000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0751 FSL 1138 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWSW Section: 33 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
✓ SPUD REPORT Date of Spud: 7/17/2013	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

MIRU Pete Martin conductor rig. Set conductor casing and cement to surface. Release rig.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
July 18, 2013

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		7/17/2013

RECEIVED: Jul. 17, 2013

SWSW S-33 T07S R20E

CONFIDENTIAL

Spud Notice

Cordell Wold <cwold@axiaenergy.com> Mon, Jul 15, 2013 at 10:12 AM
To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>, "cctaylor@blm.gov" <cctaylor@blm.gov>
Cc: Cindy Turner <cturner@axiaenergy.com>, Jess Peonio <jpeonio@axiaenergy.com>, klbascom <klbascom@ubtanet.com>

Pete Martin is moving onto the Three Rivers Federal 33-14-720 (API# 430475355100) on 07/15/2013 to drill and set conductor on 07/16/2013. Then drill the Three Rivers Federal 33-24-720 (API# 430475355700) and set conductor on 07/17/2013.

Any questions;

Cordell Wold

Axia Energy

701-570-5540

Form 3160-3
(August 2007)

RECEIVED

JAN 3 0 2013

BLM

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

CONFIDENTIAL

1a. Type of Work: ☒ DRILL ☐ REENTER	5. Lease Serial No. UTU85592
	6. If Indian, Allottee or Tribe Name
	7. If Unit or CA Agreement, Name and No.
1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone	8. Lease Name and Well No. THREE RIVERS FEDERAL 33-24-720
2. Name of Operator AXIA ENERGY LLC Contact: DON S HAMILTON E-Mail: starpoint@etv.net	9. API Well No. 43 047 53567
3a. Address 1430 LARIMER STREET SUITE #400 DENVER, CO 80202 3b. Phone No. (include area code) Ph: 435-719-2018 Fx: 435-719-2019	10. Field and Pool, or Exploratory UNDESIGNATED
4. Location of Well *(Report location clearly and in accordance with any State requirements.*)* At surface SWSW 751FSL 1138FWL 40.160892 N Lat, 109.679164 W Lon At proposed prod. zone SWSW 660FSL 1980FWL 40.160892 N Lat, 109.679164 W Lon	11. Sec., T., R., M., or Blk. and Survey or Area Sec 33 T7S R20E Mer SLB SME: FEE
14. Distance in miles and direction from nearest town or post office* 26.4 MILES SOUTHWEST OF VERNAL, UTAH	12. County or Parish UINTAH 13. State UT
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1138 16. No. of Acres in Lease 1200.00	17. Spacing Unit dedicated to this well 40.00
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 16 19. Proposed Depth 7343 MD 7165 TVD	20. BLM/BIA Bond No. on file UTB000464
21. Elevations (Show whether DF, KB, RT, GL, etc. 4768 GL 22. Approximate date work will start 02/15/2013	23. Estimated duration 60 DAYS

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)	Name (Printed/Typed) DON S HAMILTON Ph: 435-719-2018	Date 01/30/2013
Title PERMITTING AGENT		
Approved by (Signature)	Name (Printed/Typed) NATHAN PACHECO	Date 7/9/2013
Title Acting Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

RECEIVED
JUL 25 2013
DIV. OF OIL, GAS & MINING

Additional Operator Remarks (see next page)

Electronic Submission #192410 verified by the BLM Well Information System
For AXIA ENERGY LLC, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 02/04/2013 (13RRH0520AE)

NOTICE OF APPROVAL

UDOGM

**** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ****

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE
170 South 500 East VERNAL, UT 84078 (435) 781-4400

CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company:	**AXIA ENERGY LLC**	**Location:**	**SWSW, Sec. 33, T7S, R20E**
Well No:	**THREE RIVERS FEDERAL 33-24-720**	**Lease No:**	**UTU-85592**
API No:	**43-047-53557**	**Agreement:**	

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR FIELD REPRESENTATIVE TO INSURE COMPLIANCE

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Location Construction (Notify Environmental Scientist)	-	Forty-Eight (48) hours prior to construction of location and access roads.
Location Completion (Notify Environmental Scientist)	-	Prior to moving on the drilling rig.
Spud Notice (Notify Petroleum Engineer)	-	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)

- All new and replacement internal combustion gas field engines of less than or equal to 300 design-rated horsepower must not emit more than 2 gms of NO_x per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower.
- All and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 gms of NO_x per horsepower-hour.
- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer (AO). A determination will be made by the AO as to what mitigation may be necessary for the discovered paleontologic material before construction can continue.
- Stationary internal combustion engines would comply with the following emission standards: 2 g/bhp-hr of NOx for engines less than 300 HP and 1 g/bhp-hr of NOx for engines over 300 HP.
- Either no or low bleed controllers would be installed on pneumatic pumps, actuators or other pneumatic devices.
- VOC venting controls or flaring would be utilized for oil or gas atmospheric storage tanks.
- VOC venting controls or flaring would be used for glycol dehydration and amine units.
- Where feasible, green completion would be used for well completion, re-completion, venting, or planned blowdown emissions. Alternatively, use controlled VOC emissions methods with 90% efficiency.
- Axia must use Target Trucking's water number 43-10988.
- The best method to avoid entrainment is to pump from an off-channel location – one that does not connect to the river during high spring flows. An infiltration gallery constructed in a BLM and Service approved location is best.
- If the pump head is located in the river channel where larval fish are known to occur, the following measures apply:
    - do not situate the pump in a low-flow or no-flow area as these habitats tend to concentrate larval fishes;
    - limit the amount of pumping, to the greatest extent possible, during that period of the year when larval fish may be present (April 1 to August 31); and
    - limit the amount of pumping, to the greatest extent possible, during the pre-dawn hours as larval drift studies indicate that this is a period of greatest daily activity.
- Screen all pump intakes with 3/32 inch mesh material.
- Approach velocities for intake structures will follow the National Marine Fisheries Service's document "Fish Screening Criteria for Anadromous Salmonids". For projects with an in-stream intake that operate in stream reaches where larval fish may be present, the approach velocity will not exceed 0.33 feet per second (ft/s).
- Report any fish impinged on the intake screen to the Service (801.975.3330) and the Utah Division of Wildlife Resources:

    Northeastern Region
    318 North Vernal Ave, Vernal, UT 84078
    Phone: (435) 781-9453

DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)

SITE SPECIFIC DOWNHOLE COAs:

- Gamma Ray Log shall be run from Total Depth to Surface.
- CBL will be run from TD to TOC
- Cement for the surface casing will be circulated to the surface
- Cement for long-string shall be circulated 200' above surface casing shoe.

Variances Granted

All variances approved as written in APD

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**

- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.

- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.

- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.

- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

- **Please submit an electronic copy of all other logs run on this well by CD (compact disc). This submission will supersede the requirement for submittal of paper logs to the BLM.**

- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.

- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.

- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:

    - Operator name, address, and telephone number.

    - Well name and number.

    - Well location (¼¼, Sec., Twn, Rng, and P.M.).

    - Date well was placed in a producing status (date of first production for which royalty will be paid).

    - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).

    - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.

    - Unit agreement and/or participating area name and number, if applicable.

    - Communitization agreement number, if applicable.

- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.

- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid,

and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.

- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.

- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.

- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

Form 3160-3
(August 2007)

RECEIVED

JAN 3 0 2013

BLM

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

CONFIDENTIAL

1a. Type of Work: ☒ DRILL ☐ REENTER	5. Lease Serial No. UTU85592
	6. If Indian, Allottee or Tribe Name
	7. If Unit or CA Agreement, Name and No.
1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone	8. Lease Name and Well No. THREE RIVERS FEDERAL 33-24-720
2. Name of Operator AXIA ENERGY LLC Contact: DON S HAMILTON E-Mail: starpoint@etv.net	9. API Well No. 43 047 53567
3a. Address 1430 LARIMER STREET SUITE #400 DENVER, CO 80202 3b. Phone No. (include area code) Ph: 435-719-2018 Fx: 435-719-2019	10. Field and Pool, or Exploratory UNDESIGNATED
4. Location of Well *(Report location clearly and in accordance with any State requirements.*)* At surface SWSW 751FSL 1138FWL 40.160892 N Lat, 109.679164 W Lon At proposed prod. zone SWSW 660FSL 1980FWL 40.160892 N Lat, 109.679164 W Lon	11. Sec., T., R., M., or Blk. and Survey or Area Sec 33 T7S R20E Mer SLB SME: FEE
14. Distance in miles and direction from nearest town or post office* 26.4 MILES SOUTHWEST OF VERNAL, UTAH	12. County or Parish UINTAH 13. State UT
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1138 16. No. of Acres in Lease 1200.00	17. Spacing Unit dedicated to this well 40.00
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6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)	Name (Printed/Typed) DON S HAMILTON Ph: 435-719-2018	Date 01/30/2013
Title PERMITTING AGENT		
Approved by (Signature)	Name (Printed/Typed) NATHAN PACHECO	Date 7/9/2013
Title Acting Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
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RECEIVED
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DIV. OF OIL, GAS & MINING

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For AXIA ENERGY LLC, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 02/04/2013 (13RRH0520AE)

NOTICE OF APPROVAL

UDOGM

**** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ****

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE
170 South 500 East VERNAL, UT 84078 (435) 781-4400

CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company:	**AXIA ENERGY LLC**	**Location:**	**SWSW, Sec. 33, T7S, R20E**
Well No:	**THREE RIVERS FEDERAL 33-24-720**	**Lease No:**	**UTU-85592**
API No:	**43-047-53557**	**Agreement:**	

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

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CONDITIONS OF APPROVAL (COAs)

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    - do not situate the pump in a low-flow or no-flow area as these habitats tend to concentrate larval fishes;
    - limit the amount of pumping, to the greatest extent possible, during that period of the year when larval fish may be present (April 1 to August 31); and
    - limit the amount of pumping, to the greatest extent possible, during the pre-dawn hours as larval drift studies indicate that this is a period of greatest daily activity.
- Screen all pump intakes with 3/32 inch mesh material.
- Approach velocities for intake structures will follow the National Marine Fisheries Service's document "Fish Screening Criteria for Anadromous Salmonids". For projects with an in-stream intake that operate in stream reaches where larval fish may be present, the approach velocity will not exceed 0.33 feet per second (ft/s).
- Report any fish impinged on the intake screen to the Service (801.975.3330) and the Utah Division of Wildlife Resources:

    Northeastern Region
    318 North Vernal Ave, Vernal, UT 84078
    Phone: (435) 781-9453

DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)

SITE SPECIFIC DOWNHOLE COAs:

- Gamma Ray Log shall be run from Total Depth to Surface.
- CBL will be run from TD to TOC
- Cement for the surface casing will be circulated to the surface
- Cement for long-string shall be circulated 200' above surface casing shoe.

Variances Granted

All variances approved as written in APD

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**

- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.

- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.

- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.

- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

- **Please submit an electronic copy of all other logs run on this well by CD (compact disc). This submission will supersede the requirement for submittal of paper logs to the BLM.**

- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.

- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.

- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:

    - Operator name, address, and telephone number.

    - Well name and number.

    - Well location (¼¼, Sec., Twn, Rng, and P.M.).

    - Date well was placed in a producing status (date of first production for which royalty will be paid).

    - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).

    - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.

    - Unit agreement and/or participating area name and number, if applicable.

    - Communitization agreement number, if applicable.

- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.

- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid,

and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.

- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.

- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.

- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

SWSW S-33 T07S R20E 43047533537 CONFIDENTIAL

Axia Energy, Three Rivers Federal 33-24-720, casing and cement

Ray Meeks <ray.meeks_bmg@hotmail.com> Mon, Aug 19, 2013 at 2:32 PM
To: "cctaylor@blm.gov" <cctaylor@blm.gov>, "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "danjarvis@utah.gov" <danjarvis@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>
Cc: "cwold@axiaenergy.com" <cwold@axiaenergy.com>

We will be running 5 1/2" production casing and cementing on the Three Rivers Federal 33-24-720 on 8/20/13.Any questions pleace call me Ray Meeks, 435-828-5550, Capstar rig 321. Thank you

SWSW S-33 T07S R20E API# 4304753557

CONFIDENTIAL

Capstar 321, Axia Energy, Three Rivers 33-24-720, BOP Test & Spud notice

klbascom <klbascom@ubtanet.com> Mon, Aug 12, 2013 at 2:32 PM
To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>, Cade Taylor <cctaylor@blm.gov>
Cc: ">" <cwold@axiaenergy.com>, cturner@axiaenergy.com, bholder@axiaenergy.com, jpeonio@axiaenergy.com, Ray Meeks <ray.meeks_bmg@hotmail.com>

Capstar #321 skidding from Axia energys Three Rivers Fed 33-14-720 Tuesday 8/13/13 to Three Rivers Fed 33-24-720, ~~API# 43-047-53557~~, rig up & test BOP Tuesday night and drill out. Any Questions, contact Kenny Bascom @ 435-828-0697.

FEDERAL APPROVAL OF THIS ACTION IS NECESSARY

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: UTU-85592

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: Three Rivers Federal 33-24-720

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047535570000

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0751 FSL 1138 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWSW Section: 33 Township: 07.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 7/29/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Axia Energy respectfully requests changes to the approved APD as follows: SURFACE CASING: FROM 8-5/8" 32.00# J-55 LTC TO 8-5/8" 24.00# J-55 STC. PROD CASING: FROM 5-1/2" 17.00# N-80 LTC TO 5-1/2" 17.00# J-55 LTC

Accepted by the Utah Division of Oil, Gas and Mining

Date: September 23, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE N/A		**DATE** 7/19/2013

RECEIVED: Jul. 19, 2013

Sundry Number: 42505 API Well Number: 43047535570000

FEDERAL APPROVAL OF THIS ACTION IS NECESSARY

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: UTU-85592

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers Federal 33-24-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047535570000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0751 FSL 1138 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWSW Section: 33 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 10/1/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Central Tank Facility

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

NEW CENTRAL TANK FACILITY: Three Rivers CTB Lease Fed UTU-85592
See Attached for Proposal and Allocation Diagram

Accepted by the Utah Division of Oil, Gas and Mining

Date: October 08, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/11/2013

RECEIVED: Sep. 11, 2013

AXIA THREE RIVERS CENTRAL TANK FACILITY

Axia Energy, LLC submits the following documentation as follow-up to verbal and email approval to commingle certain wells with common interests per attached diagram.

Allocation Proposal:
Each well that comes on will be set-up and plumbed individually with (2) 500 bbl oil tanks and (1) 500 bbl water tank for each producing well.

When production on a well basis exceeds current individual well storage, production would be gauged and an internal run ticket would be generated. The oil would then be shipped to the centralized tank facilities per attached allocation diagram.

Oil Sales from Centralized Storage Facility would be allocated back to the applicable well on a first in-first out basis and quantity would be based on the run ticket generated when the oil is sold to oil purchaser.

Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

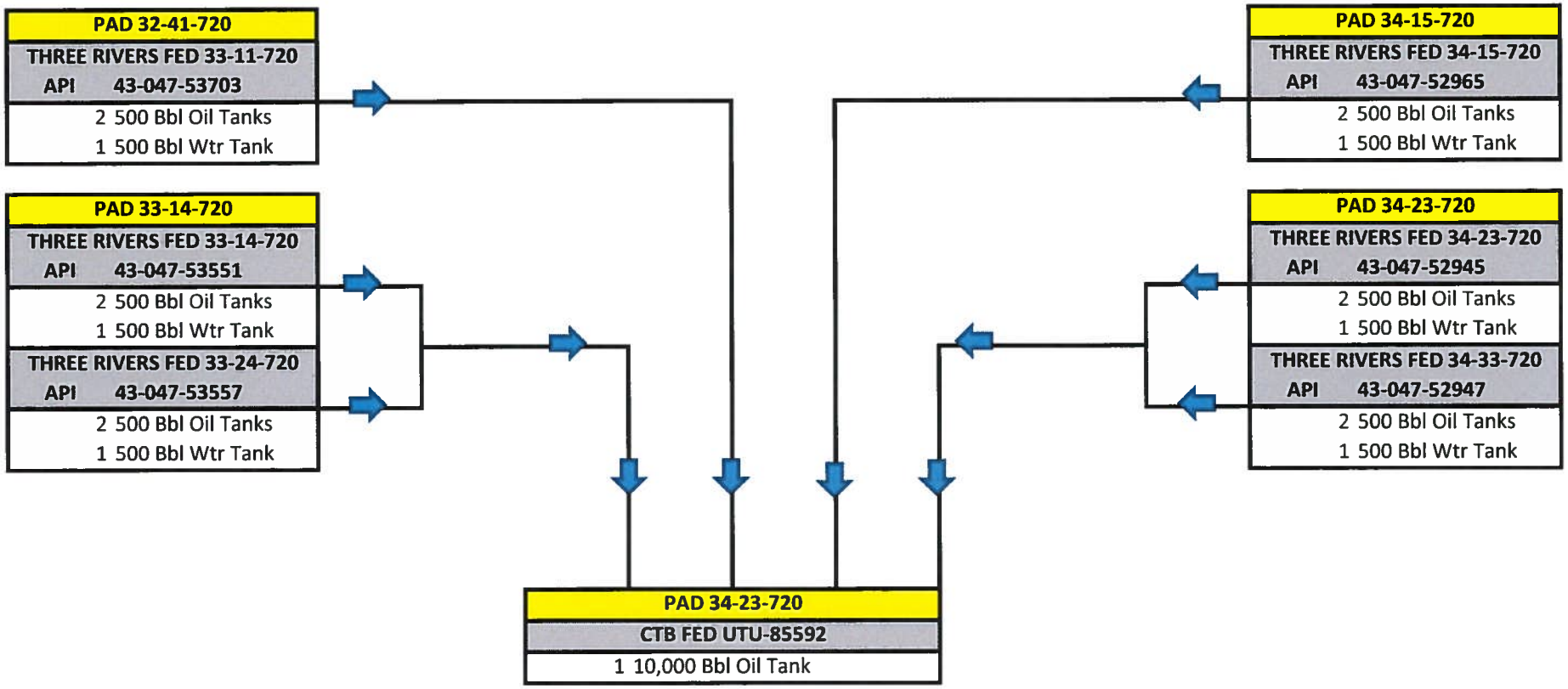
- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal run tickets attached.

EFFECTIVE DATE: October 1, 2013

NAME: THREE RIVERS CTB LEASE FED UTU-85592

DESC: THREE RIVERS FEDERAL WELLS IN SEC 32, 33 and 34 OF TWNSHP 7S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY BASED ON COMMON INTEREST/LEASE NO

LEASE: FED LEASE UTU-85592



When well tanks get full and we are unable to sell, we would move the oil to the central facility for storage/sales using an internal run ticket.
Sales from the Central Tank Battery would be allocated back to the wells on a first in - first out basis.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: UTU-85592

SUNDRY NOTICES AND REPORTS ON WELLS

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers Federal 33-24-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047535570000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0751 FSL 1138 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWSW Section: 33 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☑ SUBSEQUENT REPORT Date of Work Completion: 10/11/2013	☑ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

APD was approved on 03-18-13 as a Wasatch completion. However, there was a change in plans and we request your approval for a GREEN RIVER completion. Bottom Perf = 6928'. Top of Wasatch = 6930'. Please update Entity Action Number 19108 to GRRV.

Accepted by the Utah Division of Oil, Gas and Mining

Date: November 25, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		11/23/2013

RECEIVED: Nov. 23, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: UTU-85592

SUNDRY NOTICES AND REPORTS ON WELLS

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers Federal 33-24-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047535570000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0755 FSL 1173 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWSW Section: 33 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☑ SUBSEQUENT REPORT Date of Work Completion: 7/11/2013	☑ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Axia Energy respectfully requests changes to surface hole location per attached revised plat dated 07/11/2013. REQUESTED NEW SHL: 755' FSL & 1173' FWL

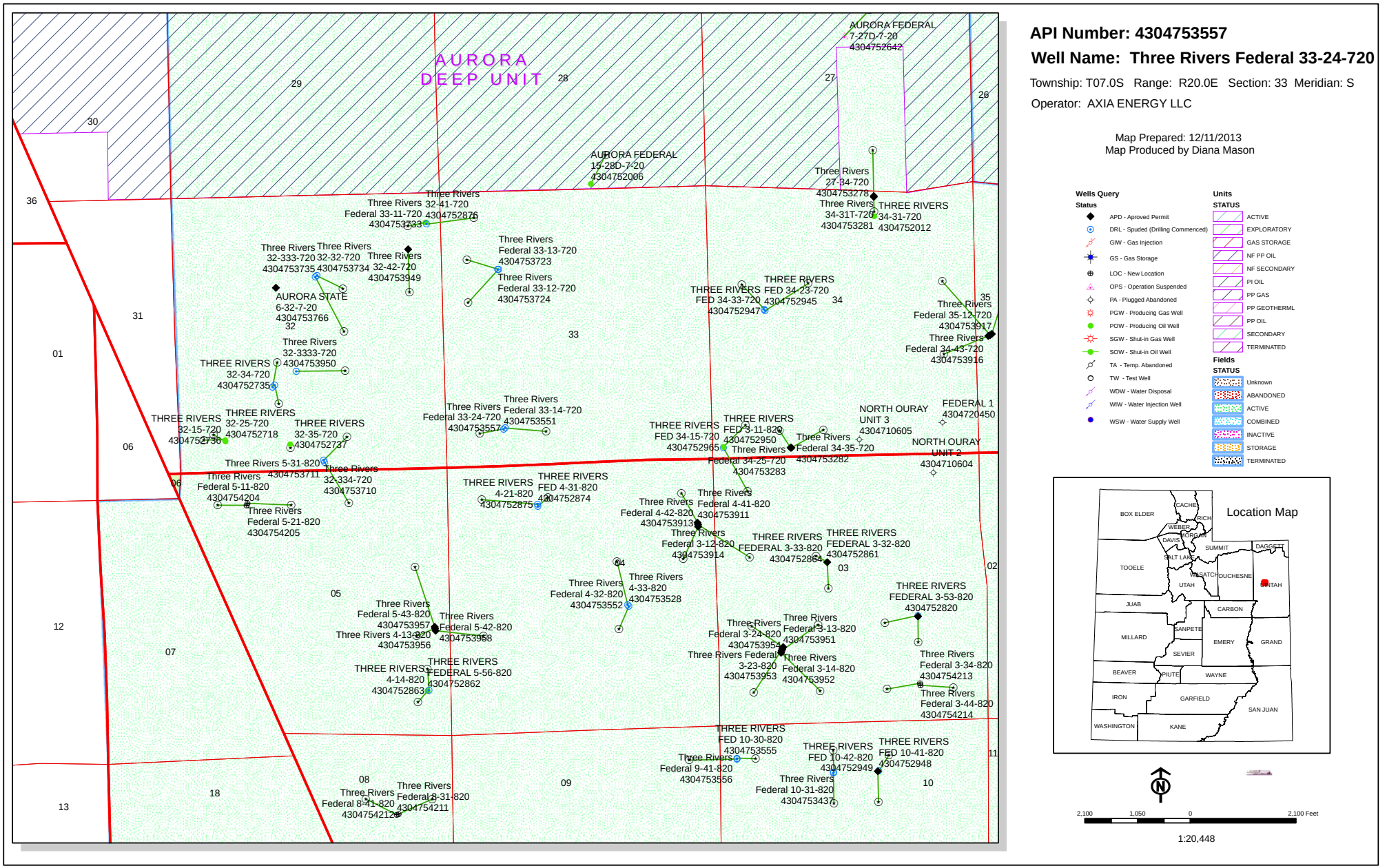
Approved by the Utah Division of Oil, Gas and Mining

Date: December 17, 2013

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		12/10/2013

RECEIVED: Dec. 10, 2013



API Number: 4304753557

Well Name: Three Rivers Federal 33-24-720

Township: T07.0S Range: R20.0E Section: 33 Meridian: S

Operator: AXIA ENERGY LLC

Map Prepared: 12/11/2013
Map Produced by Diana Mason

Wells Query

Status

- APD - Aproved Permit
- DRL - Spuded (Drilling Commenced)
- GIW - Gas Injection
- GS - Gas Storage
- LOC - New Location
- OPS - Operation Suspended
- PA - Plugged Abandoned
- PGW - Producing Gas Well
- POW - Producing Oil Well
- SGW - Shut-in Gas Well
- SOW - Shut-in Oil Well
- TA - Temp. Abandoned
- TW - Test Well
- WDW - Water Disposal
- WIW - Water Injection Well
- WSW - Water Supply Well

Units

STATUS

- ACTIVE
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Fields

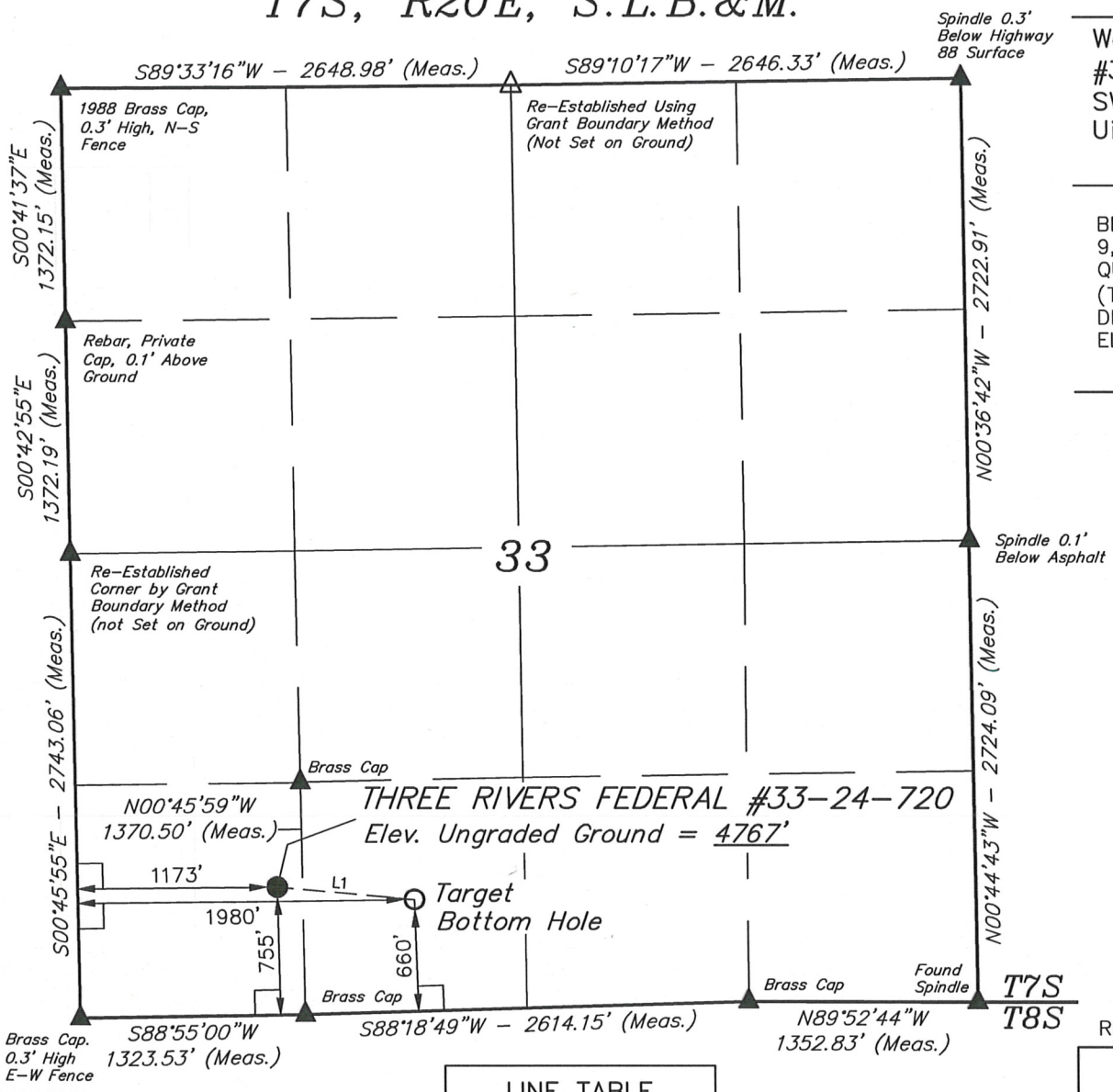
STATUS

- Unknown
- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- STORAGE
- TERMINATED

1:20,448

RECEIVED: Dec. 11, 2013

T7S, R20E, S.L.B.&M.



AXIA ENERGY

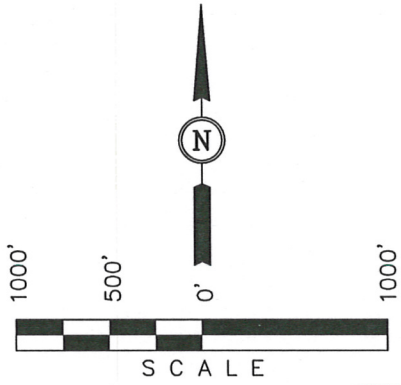
Well location, THREE RIVERS FEDERAL #33–24–720, located as shown in the SW 1/4 SW 1/4 of Section 33, T7S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

07-11-13

REV: 07–11–13

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S84°50'02"E	811.06'

LEGEND:

- = 90° SYMBOL
- ● = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE–ESTABLISHED. (Not Set on Ground.)

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'38.53" (40.160703)	LATITUDE = 40°09'39.25" (40.160903)
LONGITUDE = 109°40'34.14" (109.676150)	LONGITUDE = 109°40'44.54" (109.679039)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°09'38.66" (40.160739)	LATITUDE = 40°09'39.39" (40.160942)
LONGITUDE = 109°40'31.63" (109.675453)	LONGITUDE = 109°40'42.04" (109.678344)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789–1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	11–13–12	11–15–12
PARTY	**REFERENCES**	
B.H. R.H. K.O.	G.L.O. PLAT	
WEATHER	**FILE**	
COLD	AXIA ENERGY	

AXIA ENERGY

December 8, 2013

Mr. Dustin Doucet
Utah Division of Oil, Gas & Mining
1594 West North Temple
Salt Lake City, Utah 84116

RE: **Directional Drilling – R649-3-11**
Three Rivers Federal 33-24-720 (API #430475355700)
SWSW Sec 33-T7S-R20E
Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully submits the below specifics concerning the proposed directional drilling of the subject well.

- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the Federal mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance in consideration of the surface owner.
- The bottom hole location gives +/- 1,320' of inter-well distance from the nearest existing well.

Therefore, based on the above stated information, Axia Energy requests the permit be granted pursuant to R649-3-11.

Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely,
AXIA ENERGY, LLC

Jess Peonio
Senior Drilling Engineer & Regulatory Manager

1430 Larimer St., Suite 400 • Denver, CO 80202 USA
Phone (720) 746-5200 • Fax (720) 746-5201

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	See Attached List
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Don Hamilton - Star Point Enterprises for Axia Energy, LLC
Date original permit was issued:	
Company that permit was issued to:	Axia Energy, LLC

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
✓	**Transfer approved Application for Permit to Drill to new operator**
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?		✓
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. _____		✓

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

Name (please print) Mary Sharon Balakas Title Attorney in Fact

Signature Mary Sharon Balakas Date 12/11/13

Representing (company name) Ultra Resources

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

(3/2004)

Division of Oil, Gas and Mining

OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
CDW

X - Change of Operator (Well Sold) Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective: **10/1/2013**

FROM: (Old Operator):	**TO:** (New Operator):
N3765-Axia Energy, LLC	N4045-Ultra Resources, Inc.
1430 Larimer Street, Suite 400	304 Inverness Way South, Suite 295
Denver, CO 80202	Englewood, CO 80112
Phone: 1 (720) 746-5200	Phone: 1 (303) 645-9810

CA No. **Unit:** N/A

WELL NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List								

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 12/16/2013
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 12/16/2013
3. The new company was checked on the **Department of Commerce, Division of Corporations Database on:** 1/14/2014
4a. Is the new operator registered in the State of Utah: _____ Business Number: 8861713-0143
5a. (R649-9-2)Waste Management Plan has been received on: N/A
5b. Inspections of LA PA state/fee well sites complete on: N/A
5c. Reports current for Production/Disposition & Sundries on: 1/14/2014
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not Yet BIA
7. **Federal and Indian Units:**
   The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
8. **Federal and Indian Communization Agreements ("CA"):**
   The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
9. **Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject,** for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database on:** 1/14/2014
2. Changes have been entered on the **Monthly Operator Change Spread Sheet on:** 1/14/2014
3. Bond information entered in RBDMS on: 1/14/2014
4. Fee/State wells attached to bond in RBDMS on: 1/14/2014
5. Injection Projects to new operator in RBDMS on: N/A
6. Receipt of Acceptance of Drilling Procedures for APD/New on: 1/14/2014
7. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: Yes

BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 22046400
2. Indian well(s) covered by Bond Number: 22046400
3a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 22046398
3b. The **FORMER** operator has requested a release of liability from their bond on: Not Yet

LEASE INTEREST OWNER NOTIFICATION:

4. (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 1/14/2014

COMMENTS:

Axia Energy, LLC (N3765) to Ultra Resources, Inc. (N4045) Effective 10/1/2013

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Well Type	Well Status
THREE RIVERS 2-41-820	2	080S	200E	4304752686		State	OW	APD
THREE RIVERS 2-25-820	2	080S	200E	4304752690		State	OW	APD
THREE RIVERS 36-21-720	36	070S	200E	4304752698		State	OW	APD
THREE RIVERS 36-13-720	36	070S	200E	4304752699		State	OW	APD
THREE RIVERS FEDERAL 3-54-82(	3	080S	200E	4304752860		Federal	OW	APD
THREE RIVERS FEDERAL 3-33-82(	3	080S	200E	4304752864		Federal	OW	APD
THREE RIVERS FED 35-34-720	35	070S	200E	4304753006		Federal	OW	APD
THREE RIVERS FED 35-42-720	35	070S	200E	4304753007		Federal	OW	APD
THREE RIVERS FED 35-44-720	35	070S	200E	4304753008		Federal	OW	APD
Three Rivers 2-32-820	2	080S	200E	4304753274		State	OW	APD
Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	OW	APD
Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	OW	APD
Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	OW	APD
Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	OW	APD
Three Rivers Federal 35-14-720	35	070S	200E	4304753553		Federal	OW	APD
Three Rivers Federal 35-13-720	35	070S	200E	4304753554		Federal	OW	APD
Three Rivers 7-34-821	7	080S	210E	4304753558		Fee	OW	APD
Three Rivers 7-23-821	7	080S	210E	4304753559		Fee	OW	APD
Three Rivers 7-21-821	7	080S	210E	4304753560		Fee	OW	APD
Three Rivers 7-22-821	7	080S	210E	4304753561		Fee	OW	APD
Three Rivers 7-12-821	7	080S	210E	4304753562		Fee	OW	APD
Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	OW	APD
Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	OW	APD
Three Rivers D	16	080S	200E	4304753702		State	WD	APD
Three Rivers Federal 4-41-820	4	080S	200E	4304753911		Federal	OW	APD
Three Rivers Federal 4-42-820	4	080S	200E	4304753913		Federal	OW	APD
Three Rivers Federal 3-12-820	4	080S	200E	4304753914		Federal	OW	APD
Three Rivers Federal 34-42-720	35	070S	200E	4304753915		Federal	OW	APD
Three Rivers Federal 34-43-720	35	070S	200E	4304753916		Federal	OW	APD
Three Rivers Federal 35-12-720	35	070S	200E	4304753917		Federal	OW	APD
Three Rivers Federal 35-43-720	35	070S	200E	4304753918		Federal	OW	APD
Three Rivers Federal 35-442-720	35	070S	200E	4304753919		Federal	OW	APD
Three Rivers Federal 35-21-720	35	070S	200E	4304753943		Federal	OW	APD
Three Rivers Federal 35-11-720	35	070S	200E	4304753944		Federal	OW	APD
Three Rivers 2-24-820	2	080S	200E	4304753945		State	OW	APD
Three Rivers 2-223-820	2	080S	200E	4304753946		State	OW	APD
Three Rivers 2-21-820	2	080S	200E	4304753947		State	OW	APD
Three Rivers 2-22-820	2	080S	200E	4304753948		State	OW	APD
Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	OW	APD
Three Rivers Federal 3-13-820	3	080S	200E	4304753951		Federal	OW	APD
Three Rivers Federal 3-14-820	3	080S	200E	4304753952		Federal	OW	APD
Three Rivers Federal 3-23-820	3	080S	200E	4304753953		Federal	OW	APD
Three Rivers Federal 3-24-820	3	080S	200E	4304753954		Federal	OW	APD
Three Rivers 4-13-820	5	080S	200E	4304753956		Federal	OW	APD
Three Rivers Federal 5-43-820	5	080S	200E	4304753957		Federal	OW	APD
Three Rivers Federal 5-42-820	5	080S	200E	4304753958		Federal	OW	APD
Three Rivers Federal 5-11-820	5	080S	200E	4304754204		Federal	OW	APD
Three Rivers Federal 5-21-820	5	080S	200E	4304754205		Federal	OW	APD
Three Rivers Federal 8-31-820	8	080S	200E	4304754211		Federal	OW	APD
Three Rivers Federal 8-41-820	8	080S	200E	4304754212		Federal	OW	APD
Three Rivers Federal 3-34-820	3	080S	200E	4304754213		Federal	OW	APD
Three Rivers Federal 3-44-820	3	080S	200E	4304754214		Federal	OW	APD
THREE RIVERS 32-34-720	32	070S	200E	4304752735	19249	Fee	OW	DRL
THREE RIVERS FEDERAL 8-52-82(	8	080S	200E	4304752770	19156	Federal	OW	DRL
THREE RIVERS 4-14-820	5	080S	200E	4304752863	19183	Fee	OW	DRL
THREE RIVERS FED 10-42-820	10	080S	200E	4304752949	19310	Federal	OW	DRL
THREE RIVERS FED 3-11-820	34	070S	200E	4304752950	19184	Federal	OW	DRL
Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	OW	DRL
Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	OW	DRL

Three Rivers Federal 34-35-720	34	070S	200E	4304753282	19287	Federal	OW	DRL
Three Rivers Federal 34-25-720	34	070S	200E	4304753283	19288	Federal	OW	DRL
Three Rivers Federal 10-32-820	10	080S	200E	4304753415	19275	Federal	OW	DRL
Three Rivers Federal 10-31-820	10	080S	200E	4304753437	19276	Federal	OW	DRL
Three Rivers 16-34-820	16	080S	200E	4304753472	19278	State	OW	DRL
Three Rivers 16-44-820	16	080S	200E	4304753473	19268	State	OW	DRL
Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	OW	DRL
Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	OW	DRL
Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	OW	DRL
Three Rivers 16-31-820	16	080S	200E	4304753495	19269	State	OW	DRL
Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	OW	DRL
THREE RIVERS FED 10-30-820	10	080S	200E	4304753555	19169	Federal	OW	DRL
Three Rivers Federal 9-41-820	10	080S	200E	4304753556	19170	Federal	OW	DRL
Three Rivers Federal 33-13-720	33	070S	200E	4304753723	19222	Federal	OW	DRL
Three Rivers Federal 33-12-720	33	070S	200E	4304753724	19250	Federal	OW	DRL
Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	OW	DRL
THREE RIVERS 36-11-720	36	070S	200E	4304751915	18355	State	OW	P
THREE RIVERS 2-11-820	2	080S	200E	4304751936	18354	State	OW	P
THREE RIVERS 34-31-720	34	070S	200E	4304752012	18326	Fee	OW	P
THREE RIVERS 16-42-820	16	080S	200E	4304752056	18682	State	OW	P
THREE RIVERS 16-43-820	16	080S	200E	4304752057	18683	State	OW	P
THREE RIVERS 16-41-820	16	080S	200E	4304752110	18356	State	OW	P
THREE RIVERS 2-51-820	2	080S	200E	4304752685	18941	State	OW	P
THREE RIVERS 2-13-820	2	080S	200E	4304752687	19014	State	OW	P
THREE RIVERS 2-23-820	2	080S	200E	4304752688	19015	State	OW	P
THREE RIVERS 2-15-820	2	080S	200E	4304752689	18770	State	OW	P
THREE RIVERS 36-31-720	36	070S	200E	4304752697	19086	State	OW	P
THREE RIVERS 32-25-720	32	070S	200E	4304752718	19033	Fee	OW	P
THREE RIVERS 36-23-720	36	070S	200E	4304752733	18769	State	OW	P
THREE RIVERS 32-33-720	32	070S	200E	4304752734	19016	Fee	OW	P
THREE RIVERS 32-15-720	32	070S	200E	4304752736	18767	Fee	OW	P
THREE RIVERS 32-35-720	32	070S	200E	4304752737	18766	Fee	OW	P
THREE RIVERS FEDERAL 8-53-820	8	080S	200E	4304752771	18992	Federal	OW	P
THREE RIVERS FEDERAL 3-53-820	3	080S	200E	4304752820	19104	Federal	OW	P
THREE RIVERS FEDERAL 3-32-820	3	080S	200E	4304752861	18942	Federal	OW	P
THREE RIVERS FEDERAL 5-56-820	5	080S	200E	4304752862	18993	Federal	OW	P
THREE RIVERS FED 4-31-820	4	080S	200E	4304752874	19023	Federal	OW	P
THREE RIVERS 4-21-820	4	080S	200E	4304752875	19048	Federal	OW	P
THREE RIVERS FED 34-23-720	34	070S	200E	4304752945	19049	Federal	OW	P
THREE RIVERS FED 34-33-720	34	070S	200E	4304752947	19050	Federal	OW	P
THREE RIVERS FED 10-41-820	10	080S	200E	4304752948	19137	Federal	OW	P
THREE RIVERS FED 34-15-720	34	070S	200E	4304752965	18960	Federal	OW	P
THREE RIVERS FED 35-32-720	35	070S	200E	4304753005	19138	Federal	OW	P
Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	OW	P
Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	OW	P
Three Rivers 2-33-820	2	080S	200E	4304753273	18943	State	OW	P
Three Rivers 4-33-820	4	080S	200E	4304753528	19167	Fee	OW	P
Three Rivers Federal 33-14-720	33	070S	200E	4304753551	19107	Federal	OW	P
Three Rivers Federal 4-32-820	4	080S	200E	4304753552	19168	Federal	OW	P
Three Rivers Federal 33-24-720	33	070S	200E	4304753557	19108	Federal	OW	P
Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	OW	P
Three Rivers 5-31-820	32	070S	200E	4304753711	19068	Fee	OW	P
Three Rivers Federal 33-11-720	32	070S	200E	4304753733	19109	Federal	OW	P
Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	OW	P
Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	OW	P

Ultra Resources, Inc.

ULTRA PETROLEUM

December 13, 2013

Division of Oil, Gas, and Mining
1594 West North Temple
Salt Lake City, UT 84116
Attn: Rachel Medina

Re: Transfer of Operator
Three Rivers Project Area
Uintah County, Utah

Dear Ms. Medina:

Pursuant to Purchase and Sale Agreement dated effective October 1, 2013 Ultra Resources, Inc. ("Ultra") assumed the operations of Axia Energy, LLC ("Axia") in the Three Rivers Area, Uintah County, Utah.

Accordingly, Ultra is submitting the following documents for your review and approval:

1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
2) Request to Transfer Application or Permit to Drill – APD Pending
3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, LLC
4) Statewide Surety Bond in the amount of $120,000

As to all wells located on Fee Surface there are surface agreements in place. Ultra presently does not anticipate making any change in the drilling plans submitted by Axia.

Ultra has also submitted a Statewide Bond to the Bureau of Land Management. As soon as we receive the acknowledgement and approval by the BLM we will forward same to you for your files. A copy of our transfer letter and bond is attached for your reference.

Should you need any further information at this time, please call me direct at (303) 645-9865 or email msbalakas@ultrapetroleum.com.

Sincerely,

Mary Sharon Balakas, CPL
Director of Land

cc: Cindy Turner, Axia Energy, LLC

304 Inverness Way South, Suite 295, Englewood, CO 80112
Telephone 303-708-9740 Facsimile 303-708-9748

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER

8. WELL NAME and NUMBER: See Attached Well List

2. NAME OF OPERATOR: Ultra Resources, Inc. N4045

9. API NUMBER:

3. ADDRESS OF OPERATOR: 304 Inverness Way South CITY Englewood STATE CO ZIP 80112

PHONE NUMBER: (303) 645-9810

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit in Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start: 10/1/2013	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE DATE: October 1, 2013
FROM:
Axia Energy, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
TO:
Ultra Resources, Inc.
304 Inverness Way South
Englewood, CO 80112
Bond Number: DOGM:022046398
BLM 022046400

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

NAME (PLEASE PRINT) Mary Sharon Balakas TITLE Attorney in Fact

SIGNATURE Mary Sharon Balakas DATE 12/11/13

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING

BY: Rachel Medina

(This space for State use only)

(5/2000) (See Instructions on Reverse Side)

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	080S	200E	4304751936	18354	State	State	OW	P	P		
THREE RIVERS 2-13-820	Three Rivers 02-13-820	2	080S	200E	4304752687	19014	State	State	OW	DRL	P		08/27/12
THREE RIVERS 2-15-820	Three Rivers 02-15-820	2	080S	200E	4304752689	18770	State	State	OW	P	P		
Three Rivers 2-21-820	Three Rivers 02-21-820	2	080S	200E	4304753947		State	State	OW	APD	APRVD		10/15/13
Three Rivers 2-223-820	Three Rivers 02-223-820	2	080S	200E	4304753946		State	State	OW	APD	APRVD		10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820	2	080S	200E	4304753948		State	State	OW	APD	APRVD		10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	2	080S	200E	4304752688	19015	State	State	OW	DRL	P		08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	2	080S	200E	4304753945		State	State	OW	APD	APRVD		10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	080S	200E	4304752690		State	State	OW	APD	APRVD		08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	080S	200E	4304753274		State	State	OW	APD	APRVD		12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	OW	P	P		
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	OW	APD	APRVD		08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	080S	200E	4304752685	18941	State	State	OW	P	P		
Three Rivers 4-13-820	Three Rivers 04-13-820	5	080S	200E	4304753956		Fee	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820	Three Rivers 04-14-820	5	080S	200E	4304752863	19183	Fee	Federal	OW	DRL	P		
Three Rivers 4-33-820	Three Rivers 04-33-820	4	080S	200E	4304753528	19167	Fee	Fee	OW	DRL	P		
Three Rivers 5-31-820	Three Rivers 05-31-820	32	070S	200E	4304753711	19068	Fee	Fee	OW	DRL	P		
Three Rivers 7-12-821	Three Rivers 07-12-821	7	080S	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-21-821	Three Rivers 07-21-821	7	080S	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-22-821	Three Rivers 07-22-821	7	080S	210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-23-821	Three Rivers 07-23-821	7	080S	210E	4304753559		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-34-821	Three Rivers 07-34-821	7	080S	210E	4304753558		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 16-11-820	Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	State	OW	DRL	SCS		03/12/13
Three Rivers 16-12-820	Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	State	OW	DRL	SCS		03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	State	OW	DRL	P		12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	State	OW	DRL	P		12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	State	OW	DRL	P		12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	State	OW	P	P		
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	OW	APD	CCS		03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	State	OW	DRL	WOC		03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	OW	DRL	WOC		03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	080S	200E	4304753472		State	State	OW	APD	CCS		03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	16	080S	200E	4304752110	18356	State	State	OW	P	P		
THREE RIVERS 16-42-820	Three Rivers 16-42-820	16	080S	200E	4304752056	18682	State	State	OW	P	P		
THREE RIVERS 16-43-820	Three Rivers 16-43-820	16	080S	200E	4304752057	18683	State	State	OW	P	P		
Three Rivers 16-44-820	Three Rivers 16-44-820	16	080S	200E	4304753473		State	State	OW	APD	CCS		03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	Fee	OW	APD	PERPEND	12/17/12	
Three Rivers 18-22-821	Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 18-31-821	Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	Fee	OW	APD	PERPEND	12/19/12	
Three Rivers 18-32-821	Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 27-34-720	Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	Fee	OW	APD	PERPEND	12/19/12	
THREE RIVERS 32-15-720	Three Rivers 32-15-720	32	070S	200E	4304752736	18767	Fee	Fee	OW	P	P		
THREE RIVERS 32-25-720	Three Rivers 32-25-720	32	070S	200E	4304752718	19033	Fee	Fee	OW	P	P		
Three Rivers 32-32-720	Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	Fee	OW	DRL	P		06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	Fee	OW	DRL	SCS		10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee	OW	DRL	P		06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	Fee	OW	DRL	P		05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	OW	DRL	P		08/29/12
THREE RIVERS 32-34-720	Three Rivers 32-34-720	32	070S	200E	4304752735	19249	Fee	Fee	OW	DRL	DRLG		08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32	070S	200E	4304752737	18766	Fee	Fee	OW	P	P		
Three Rivers 32-42-720	Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	Fee	OW	APD	APRVD		10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720	34	070S	200E	4304752012	18326	Fee	Fee	OW	P	P		
Three Rivers 34-31T-720	Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	Fee	OW	APD	APRVD		12/11/12
THREE RIVERS 36-11-720	Three Rivers 36-11-720	36	070S	200E	4304751915	18355	State	State	OW	P	P		
THREE RIVERS 36-13-720	Three Rivers 36-13-720	36	070S	200E	4304752699		State	State	OW	APD	APRVD		08/29/12
THREE RIVERS 36-21-720	Three Rivers 36-21-720	36	070S	200E	4304752698		State	State	OW	APD	APRVD		08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720	36	070S	200E	4304752733	18769	State	State	OW	P	P		
THREE RIVERS 36-31-720	Three Rivers 36-31-720	36	070S	200E	4304752697	19086	State	State	OW	DRL	P		08/29/12
Three Rivers D	Three Rivers D	16	080S	200E	4304753702		State	State	WD	APD	APRVD		07/15/13
THREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34	070S	200E	4304752950	19184	Federal	Fee	OW	DRL	WOC		02/22/13
Three Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4	080S	200E	4304753914		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3	080S	200E	4304753951		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-14-820	Three Rivers Fed 03-14-820	3	080S	200E	4304753952		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-23-820	Three Rivers Fed 03-23-820	3	080S	200E	4304753953		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3	080S	200E	4304753954		Federal	Federal	OW	APD	PERPEND	08/12/13	
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3	080S	200E	4304752861	18942	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3	080S	200E	4304752864		Federal	Federal	OW	APD	APRVD		12/24/12
THREE RIVERS FEDERAL 3-53-820	Three Rivers Fed 03-53-820	3	080S	200E	4304752820	19104	Federal	Federal	OW	DRL	P		12/24/12
THREE RIVERS FEDERAL 3-54-820	Three Rivers Fed 03-54-820	3	080S	200E	4304752860		Federal	Federal	OW	APD	APRVD		12/24/12

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P		02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P		08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-442-720	Three Rivers Fed 35-442-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal			NA	SUB	12/10/13	
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal			NA	SUB	12/10/13	
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal			NA	SUB	12/07/13	
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal			NA	SUB	12/07/13	

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER

8. WELL NAME and NUMBER: See Attached Well List

2. NAME OF OPERATOR: Axia Energy, LLC N3765

9. API NUMBER:

3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202

PHONE NUMBER: (720) 746-5200

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit in Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start: 10/1/2013	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE DATE: October 1, 2013
FROM:
Axia Energy, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
TO:
Ultra Resources, Inc.
304 Inverness Way South
Englewood, CO 80112
Bond Number: DOGM 022046398
BLM 022041600

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

NAME (PLEASE PRINT) Daniel G. Blanchard TITLE President

SIGNATURE D G Blanchard DATE 12/11/13

(This space for State use only)

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING

BY: Rachel Medina

(5/2000) (See Instructions on Reverse Side)

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR

AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	080S	200E	4304751936	18354	State	State	OW	P	P	1	
THREE RIVERS 2-13-820	Three Rivers 02-13-820	2	080S	200E	4304752687	19014	State	State	OW	DRL	P	2	08/27/12
THREE RIVERS 2-15-820	Three Rivers 02-15-820	2	080S	200E	4304752689	18770	State	State	OW	P	P	3	
Three Rivers 2-21-820	Three Rivers 02-21-820	2	080S	200E	4304753947		State	State	OW	APD	APRVD	4	10/15/13
Three Rivers 2-223-820	Three Rivers 02-223-820	2	080S	200E	4304753946		State	State	OW	APD	APRVD	5	10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820	2	080S	200E	4304753948		State	State	OW	APD	APRVD	6	10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	2	080S	200E	4304752688	19015	State	State	OW	DRL	P	7	08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	2	080S	200E	4304753945		State	State	OW	APD	APRVD	8	10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	080S	200E	4304752690		State	State	OW	APD	APRVD	9	08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	080S	200E	4304753274		State	State	OW	APD	APRVD	10	12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	OW	P	P	1	
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	OW	APD	APRVD	2	08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	080S	200E	4304752685	18941	State	State	OW	P	P	3	
Three Rivers 4-13-820	Three Rivers 04-13-820	5	080S	200E	4304753956		Fee	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820	Three Rivers 04-14-820	5	080S	200E	4304752863	19183	Fee	Federal	OW	DRL	P	5	
Three Rivers 4-33-820	Three Rivers 04-33-820	4	080S	200E	4304753528	19167	Fee	Fee	OW	DRL	P	6	
Three Rivers 5-31-820	Three Rivers 05-31-820	32	070S	200E	4304753711	19068	Fee	Fee	OW	DRL	P	7	
Three Rivers 7-12-821	Three Rivers 07-12-821	7	080S	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	8
Three Rivers 7-21-821	Three Rivers 07-21-821	7	080S	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	9
Three Rivers 7-22-821	Three Rivers 07-22-821	7	080S	210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	20
Three Rivers 7-23-821	Three Rivers 07-23-821	7	080S	210E	4304753559		Fee	Fee	OW	APD	PERPEND	04/15/13	1
Three Rivers 7-34-821	Three Rivers 07-34-821	7	080S	210E	4304753558		Fee	Fee	OW	APD	PERPEND	04/15/13	2
Three Rivers 16-11-820	Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	State	OW	DRL	SCS	3	03/12/13
Three Rivers 16-12-820	Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	State	OW	DRL	SCS	4	03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	State	OW	DRL	P	5	12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	State	OW	DRL	P	6	12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	State	OW	DRL	P	7	12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	State	OW	P	P	8	
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	OW	APD	CCS	9	03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	State	OW	DRL	WOC	30	03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	OW	DRL	WOC	1	03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	080S	200E	4304753472		State	State	OW	APD	CCS	2	03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	16	080S	200E	4304752110	18356	State	State	OW	P	P	3	
THREE RIVERS 16-42-820	Three Rivers 16-42-820	16	080S	200E	4304752056	18682	State	State	OW	P	P	4	
THREE RIVERS 16-43-820	Three Rivers 16-43-820	16	080S	200E	4304752057	18683	State	State	OW	P	P	5	
Three Rivers 16-44-820	Three Rivers 16-44-820	16	080S	200E	4304753473		State	State	OW	APD	CCS	6	03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	Fee	OW	APD	PERPEND	12/17/12	7
Three Rivers 18-22-821	Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	Fee	OW	APD	PERPEND	04/15/13	8
Three Rivers 18-31-821	Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	Fee	OW	APD	PERPEND	12/19/12	9
Three Rivers 18-32-821	Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	Fee	OW	APD	PERPEND	04/15/13	40
Three Rivers 27-34-720	Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	Fee	OW	APD	PERPEND	12/19/12	1
THREE RIVERS 32-15-720	Three Rivers 32-15-720	32	070S	200E	4304752736	18767	Fee	Fee	OW	P	P	2	
THREE RIVERS 32-25-720	Three Rivers 32-25-720	32	070S	200E	4304752718	19033	Fee	Fee	OW	P	P	3	
Three Rivers 32-32-720	Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	Fee	OW	DRL	P	4	06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	Fee	OW	DRL	SCS	5	10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee	OW	DRL	P	6	06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	Fee	OW	DRL	P	7	05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	OW	DRL	P	8	08/29/12
THREE RIVERS 32-34-720	Three Rivers 32-34-720	32	070S	200E	4304752735	19249	Fee	Fee	OW	DRL	DRLG	9	08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32	070S	200E	4304752737	18766	Fee	Fee	OW	P	P	50	
Three Rivers 32-42-720	Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	Fee	OW	APD	APRVD	1	10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720	34	070S	200E	4304752012	18326	Fee	Fee	OW	P	P	2	
Three Rivers 34-31T-720	Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	Fee	OW	APD	APRVD	3	12/11/12
THREE RIVERS 36-11-720	Three Rivers 36-11-720	36	070S	200E	4304751915	18355	State	State	OW	P	P	4	
THREE RIVERS 36-13-720	Three Rivers 36-13-720	36	070S	200E	4304752699		State	State	OW	APD	APRVD	5	08/29/12
THREE RIVERS 36-21-720	Three Rivers 36-21-720	36	070S	200E	4304752698		State	State	OW	APD	APRVD	6	08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720	36	070S	200E	4304752733	18769	State	State	OW	P	P	7	
THREE RIVERS 36-31-720	Three Rivers 36-31-720	36	070S	200E	4304752697	19086	State	State	OW	DRL	P	8	08/29/12
Three Rivers D	Three Rivers D	16	080S	200E	4304753702		State	State	WD	APD	APRVD	9	07/15/13
THREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34	070S	200E	4304752950	19184	Federal	Fee	OW	DRL	WOC	60	02/22/13
Three Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4	080S	200E	4304753914		Federal	Federal	OW	APD	APRVD	1	08/01/13
Three Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3	080S	200E	4304753951		Federal	Federal	OW	APD	PERPEND	08/12/13	2
Three Rivers Federal 3-14-820	Three Rivers Fed 03-14-820	3	080S	200E	4304753952		Federal	Federal	OW	APD	PERPEND	08/12/13	3
Three Rivers Federal 3-23-820	Three Rivers Fed 03-23-820	3	080S	200E	4304753953		Federal	Federal	OW	APD	PERPEND	08/12/13	4
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3	080S	200E	4304753954		Federal	Federal	OW	APD	PERPEND	08/12/13	5
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3	080S	200E	4304752861	18942	Federal	Federal	OW	P	P		6
THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3	080S	200E	4304752864		Federal	Federal	OW	APD	APRVD	7	12/24/12
THREE RIVERS FEDERAL 3-53-820	Three Rivers Fed 03-53-820	3	080S	200E	4304752820	19104	Federal	Federal	OW	DRL	P	8	12/24/12
THREE RIVERS FEDERAL 3-54-820	Three Rivers Fed 03-54-820	3	080S	200E	4304752860		Federal	Federal	OW	APD	APRVD	9	12/24/12

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR

AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P	70	02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P	1	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P	2	08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD	3	08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD	4	08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	5
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	6
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	7
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	8
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P	9	
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P	80	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P	1	
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P	2	08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P	3	08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS	4	08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS	5	08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P	6	02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD	7	02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P	8	07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC	9	09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC	90	09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P	1	09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P	2	07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P	3	
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P	4	02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD	5	06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P	6	02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD	7	06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD	8	08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD	9	08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	100
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD	1	08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD	2	08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD	3	08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	4
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD	5	02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD	6	02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD	7	02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD	8	08/01/13
Three Rivers Federal 35-442-720	Three Rivers Fed 35-442-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD	9	08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD	110	02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal			NA	SUB	12/10/13	1
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal			NA	SUB	12/10/13	2
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal			NA	SUB	12/07/13	3
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal			NA	SUB	12/07/13	4

API Well Number: 43047535570000

BHL 665' FSL

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ (highlight changes)

FORM 8

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. LEASE DESIGNATION AND SERIAL NUMBER: FED UTU-85592

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

1a. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ DRY ☐ OTHER

7. UNIT or CA AGREEMENT NAME:

b. TYPE OF WORK: NEW WELL ☑ HORIZ LATS ☐ DEEP-EN ☐ RE-ENTRY ☐ DIFF RESVR ☐ OTHER

8. WELL NAME and NUMBER: Three Rivers Fed 33-24-720

2. NAME OF OPERATOR: Axia Energy, LLC.

9. API NUMBER: 4304753557

3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 50202

PHONE NUMBER: (720) 746-5200

10. FIELD AND POOL, OR WILDCAT: UNDESIGNATED

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: SWSW 755' FSL & 1173' FWL
AT TOP PRODUCING INTERVAL REPORTED BELOW: SESW 733' FSL & 1983' FWL
AT TOTAL DEPTH: SESW 643' FSL & 2000' FWL

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWSW 33 07S 20E S

12. COUNTY: UINTAH

13. STATE: UTAH

14. DATE SPUDDED:	15. DATE T.D. REACHED:	16. DATE COMPLETED:	ABANDONED	READY TO PRODUCE	17. ELEVATIONS (DF, RKB, RT, GL):
7/17/2013	8/19/2013	10/19/2013	☐	☑	4768' GL / 4781' KB

18. TOTAL DEPTH:	19. PLUG BACK T.D.:	20. IF MULTIPLE COMPLETIONS, HOW MANY? *	21. DEPTH BRIDGE PLUG SET:
MD 7,222 TVD 7,111	MD 7,150 TVD 7,039		MD TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
SDLT-DSN-ACRT, Mud Log, CBL

23.
WAS WELL CORED? NO ☑ YES ☐ (Submit analysis)
WAS DST RUN? NO ☑ YES ☐ (Submit report)
DIRECTIONAL SURVEY? NO ☐ YES ☑ (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16		0	100		G 450	92	0 CIR	
12-1/4	8-5/8 J-55	24	0	1,209		G 725	149	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,196		G 435	213	1244 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	4,591							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Green River	3,039	6,930	3,064	6,904
(B)				
(C)				
(D)				

27. PERFORATION RECORD

INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
5,224 6,928	.35	222	Open ☑ Squeezed ☐
			Open ☐ Squeezed ☐
			Open ☐ Squeezed ☐
			Open ☐ Squeezed ☐

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

WAS WELL HYDRAULICALLY FRACTURED? YES ☑ NO ☐ IF YES – DATE FRACTURED: 10/15/2013

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5224 TO 6928	Green River Hybrid Frac - 27,608 bbls slurry, 1,114,990 gal fluid & 890,920# 20/40 Premium White

29. ENCLOSED ATTACHMENTS:

☑ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☑ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER: Wellbore Diagra

30. WELL STATUS: Prod

(5/2013)

(CONTINUED ON BACK)

RECEIVED: Dec. 16, 2013

API Well Number: 43047535570000

31. INITIAL PRODUCTION — **INTERVAL A (As shown in item #26)**

DATE FIRST PRODUCED	TEST DATE	HOURS TESTED	TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD
10/19/2013	11/18/2013	24		299	54	10	Pumping

CHOKE SIZE	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS
40	38	38	32.00		181		299	54	10	Open

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED	TEST DATE	HOURS TESTED	TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD

CHOKE SIZE	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED	TEST DATE	HOURS TESTED	TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD

CHOKE SIZE	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED	TEST DATE	HOURS TESTED	TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD

CHOKE SIZE	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

USED / FLARED

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof. Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.

34. FORMATION (Log) MARKERS:

Name	Top (Measured Depth)
Green River	3,039
Garden Gulch	5,049
Uteland Butte	6,755
Wasatch	6,930

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Cindy Turner TITLE Project Manager

SIGNATURE Cindy Turner DATE 12/16/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

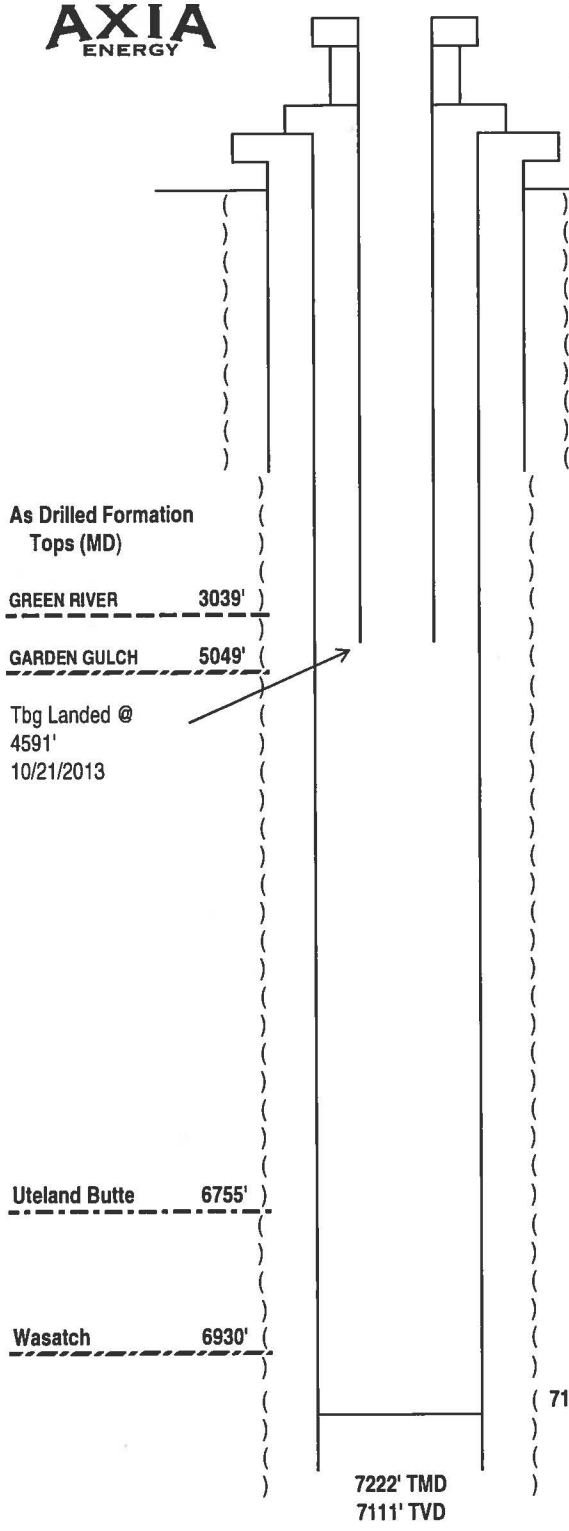
(5/2013)

RECEIVED: Dec. 16, 2013

WELLBORE DIAGRAM (after completion)

AXIA ENERGY

Company:	Axia Energy, LLC
Lease Name:	Three Rivers Fed 33-24-720
Surface Location:	SWSW Sec 33-T7S-R20E, 755' FSL & 1173' FWL
Bottom Hole Location:	SWSW Sec 33-T7S-R20E, 643' FSL & 2000' FWL
County:	Uintah, UT
Date:	12/12/2013



KB 4781'

GL 4768'

DRILLED 26" HOLE TO 100' - SET 16" CONDUCTOR
Cemented with 450 sxs to surface on **7/16/2013**

DRILLED 12-1/4" HOLE 1230'
1209' **SURF CSG - 8-5/8" 24# J-55 ST&C (29 jts)**
Cement: 725 sxs to surface on **7/19/2013**

TOC: 1244'

As Drilled Formation Tops (MD)

GREEN RIVER 3039'

GARDEN GULCH 5049'

Tbg Landed @ 4591' 10/21/2013

6 STAGE GREEN RIVER HYBRID FRAC

5224	6928	Green River	3 spf	222 Holes

27,608 bbls slurry, 1,114,990 gal fluid & 890,920# 20/40 Premium White

Uteland Butte 6755'

Wasatch 6930'

DRILLED 7-3/4" HOLE TO 7197' TMD
7196' **PROD CSG - 5 1/2" 17# J-55 LT&C (163 jts) Set @ 7196' 8/20/13**
Cemented with 435 sxs Premium Lite

7222' TMD
7111' TVD

RECEIVED: Dec. 16, 2013

Job Number: 3324720	**State/Country: UTAH, USA**
Company: AXIA ENERGY	**Declination: 10.9 EAST TO TRUE**
Lease/Well: 33-24-720	**Grid:**
Location: UINTAH COUNTY	**File name: C:\DOCUME~1\DOUG\DESKTOP\33-24-~1\3324720.SVY**
Rig Name: CAPSTAR 321	**Date/Time: 19-Aug-13 / 14:10**
RKB: 13' ABOVE GROUND LEVEL	**Curve Name:**
G.L. or M.S.L.: 4767' ABOVE SEA LEVEL	

BIGHORN DIRECTIONAL

WINSERVE SURVEY CALCULATIONS
Minimum Curvature Method
Vertical Section Plane 93.99
Vertical Section Referenced to Wellhead
Rectangular Coordinates Referenced to Wellhead

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT	CLOSURE Direction Deg	Dogleg Severity Deg/100
.00	.00	.00	.00	.00	.00	.00	.00	.00	.00
1236.00	.60	334.60	1235.98	5.85	-2.78	-3.18	6.47	334.60	.05
1329.00	1.80	72.30	1328.96	6.73	-1.59	-2.06	6.92	346.68	2.12
1414.00	2.50	87.30	1413.90	7.22	1.53	1.02	7.38	11.96	1.05
1500.00	4.60	82.30	1499.73	7.77	6.82	6.26	10.34	41.27	2.47
1585.00	6.10	86.80	1584.36	8.48	14.71	14.08	16.98	60.03	1.83
1669.00	6.90	89.80	1667.82	8.75	24.21	23.54	25.74	70.13	1.03
1753.00	8.50	93.20	1751.06	8.42	35.46	34.78	36.44	76.64	1.98
1838.00	10.30	92.80	1834.91	7.70	49.32	48.66	49.92	81.13	2.12
1923.00	11.80	96.60	1918.34	6.33	65.54	64.94	65.85	84.49	1.96
2009.00	13.20	95.10	2002.30	4.44	84.06	83.55	84.18	86.97	1.67
2094.00	14.90	95.10	2084.75	2.61	104.61	104.18	104.65	88.57	2.00
2180.00	16.70	90.90	2167.50	1.43	127.98	127.57	127.99	89.36	2.48

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT	CLOSURE Direction Deg	Dogleg Severity Deg/100
2265.00	18.70	92.10	2248.47	.74	153.81	153.39	153.82	89.72	2.39
2351.00	18.70	91.10	2329.93	-.03	181.38	180.94	181.38	90.01	.37
2436.00	18.40	88.90	2410.52	-.03	208.41	207.91	208.41	90.01	.90
2521.00	19.70	90.70	2490.86	.05	236.15	235.58	236.15	89.99	1.68
2607.00	19.50	88.60	2571.88	.22	265.00	264.34	265.00	89.95	.85
2692.00	19.20	91.10	2652.08	.30	293.15	292.42	293.15	89.94	1.04
2778.00	19.00	89.60	2733.35	.13	321.29	320.50	321.29	89.98	.62
2863.00	18.70	94.80	2813.79	-.91	348.71	347.93	348.71	90.15	2.01
2949.00	17.40	92.90	2895.56	-2.72	375.29	374.57	375.30	90.42	1.66
3034.00	17.30	94.20	2976.69	-4.29	400.59	399.91	400.61	90.61	.47
3120.00	17.40	93.00	3058.78	-5.90	426.18	425.56	426.22	90.79	.43
3205.00	17.00	90.60	3139.98	-6.69	451.30	450.67	451.35	90.85	.96
3290.00	17.50	93.80	3221.16	-7.67	476.48	475.85	476.54	90.92	1.26
3374.00	18.60	90.20	3301.03	-8.55	502.48	501.85	502.55	90.98	1.86
3461.00	18.90	88.00	3383.41	-8.11	530.43	529.71	530.49	90.88	.88
3547.00	18.50	86.00	3464.87	-6.67	557.96	557.08	558.00	90.69	.88
3632.00	17.10	89.40	3545.80	-5.60	583.91	582.89	583.94	90.55	2.05
3718.00	17.60	93.60	3627.89	-6.28	609.53	608.49	609.57	90.59	1.57
3803.00	17.30	95.90	3708.98	-8.39	634.93	633.98	634.99	90.76	.88
3931.00	16.10	97.50	3831.58	-12.66	671.46	670.71	671.58	91.08	1.00
4017.00	12.70	97.30	3914.87	-15.42	692.67	692.06	692.84	91.28	3.95
4102.00	11.50	99.10	3997.98	-17.95	710.30	709.83	710.53	91.45	1.48
4188.00	9.50	100.00	4082.53	-20.54	725.76	725.43	726.05	91.62	2.33
4273.00	9.70	88.70	4166.35	-21.59	739.83	739.53	740.14	91.67	2.23
4358.00	7.80	86.20	4250.36	-21.05	752.74	752.38	753.04	91.60	2.28
4444.00	7.20	80.50	4335.62	-19.77	763.88	763.40	764.14	91.48	1.11
4529.00	5.20	88.10	4420.12	-18.77	772.98	772.42	773.21	91.39	2.54
4615.00	4.30	87.80	4505.83	-18.51	780.10	779.50	780.32	91.36	1.05
4700.00	4.00	86.70	4590.60	-18.22	786.24	785.61	786.46	91.33	.37
4785.00	3.50	89.80	4675.42	-18.04	791.80	791.14	792.00	91.31	.63
4871.00	3.30	88.80	4761.27	-17.98	796.90	796.22	797.10	91.29	.24
4956.00	2.20	98.20	4846.17	-18.16	800.96	800.28	801.17	91.30	1.39
5042.00	2.30	104.00	4932.10	-18.81	804.27	803.63	804.49	91.34	.29
5127.00	2.10	124.40	5017.04	-20.11	807.21	806.65	807.46	91.43	.95

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Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT	CLOSURE Direction Deg	Dogleg Severity Deg/100
5212.00	1.70	122.90	5102.00	-21.67	809.55	809.10	809.84	91.53	.47
5298.00	1.80	137.20	5187.96	-23.35	811.54	811.20	811.88	91.65	.52
5383.00	1.70	150.00	5272.92	-25.43	813.08	812.88	813.48	91.79	.47
5468.00	2.00	165.60	5357.87	-27.95	814.08	814.05	814.56	91.97	.69
5554.00	2.30	166.90	5443.81	-31.09	814.84	815.03	815.43	92.18	.35
5639.00	2.10	172.10	5528.75	-34.29	815.44	815.85	816.16	92.41	.33
5725.00	2.20	173.10	5614.69	-37.49	815.86	816.49	816.72	92.63	.12
5810.00	2.40	176.30	5699.62	-40.89	816.17	817.03	817.19	92.87	.28
5895.00	2.30	176.40	5784.55	-44.37	816.39	817.50	817.59	93.11	.12
5981.00	2.40	182.50	5870.48	-47.89	816.42	817.77	817.82	93.36	.31
6066.00	1.10	134.30	5955.44	-50.24	816.93	818.44	818.47	93.52	2.19
6152.00	2.90	179.30	6041.39	-52.99	817.54	819.25	819.26	93.71	2.63
6237.00	1.20	222.80	6126.33	-55.79	816.96	818.87	818.87	93.91	2.58
6323.00	2.70	175.80	6212.29	-58.47	816.50	818.59	818.59	94.10	2.41
6408.00	2.80	173.30	6297.19	-62.53	816.89	819.26	819.28	94.38	.18
6494.00	2.80	170.50	6383.09	-66.69	817.48	820.14	820.20	94.66	.16
6579.00	2.80	165.60	6467.98	-70.75	818.34	821.28	821.39	94.94	.28
6665.00	2.40	155.30	6553.90	-74.42	819.62	822.81	822.99	95.19	.71
6750.00	1.70	155.90	6638.84	-77.19	820.87	824.26	824.50	95.37	.82
6834.00	1.80	150.30	6722.80	-79.47	822.04	825.57	825.87	95.52	.24
6919.00	1.80	159.90	6807.76	-81.88	823.16	826.86	827.22	95.68	.35
7004.00	1.70	157.80	6892.72	-84.30	824.09	827.96	828.39	95.84	.14
7090.00	1.60	151.90	6978.68	-86.54	825.14	829.16	829.67	95.99	.23
7170.00	1.50	149.80	7058.66	-88.43	826.19	830.34	830.91	96.11	.14
STRAIGHT LINE PROJECTION TO TD.									
7222.00	1.50	149.80	7110.64	-89.61	826.88	831.11	831.72	96.19	.00

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Ultra Petroleum
Address: 116 Inverness Drive East, Suite 400
city Englewood
state CO zip 80112

Operator Account Number: N 4045
Phone Number: (303) 645-9839

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304753551	TR33-14-720		SWSW	33	7S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
C	19107	19950	8/13/2013			12/1/2016	
Comments: This well was moved to the 33N CTB on 12/1/16 12/29/16							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304753557	TR33-24-720		SWNW	33	7S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
C	19108	19950	8/21/2013			12/1/2016	
Comments: This well was moved to the 33N CTB on 12/1/16 12/29/16							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
Comments:							

ACTION CODES:
- **A** - Establish new entity for new well (single well only)
- **B** - Add new well to existing entity (group or unit well)
- **C** - Re-assign well from one existing entity to another existing entity
- **D** - Re-assign well from one existing entity to a new entity
- **E** - Other (Explain in 'comments' section)

Sam Schuessler
Name (Please Print)

Signature

Engineering Technician
Title

12/28/2016
Date

(5/2000)